

PFL/2023**September 06, 2023**

To
BSE Ltd.
Floor No. 25,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

BSE Scrip Code: 500368**NSE Symbol: PATANJALI**

Sub.: Submission of Annual Report for the financial year 2022-23 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Dear Sirs/Madam,

With reference to the captioned subject, we are submitting herewith the 37th Integrated Annual Report of the Company along with Notice of Annual General Meeting (AGM) for the financial year (FY) 2022-23, which is being sent to the members by electronic mode, whose email address are registered with the Company/depository participants.

The 37th AGM of the Company will be held on Friday, September 29, 2023 at 3.00 P.M. through video conferencing / other audio visual means (VC/OAVM).

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by National Securities Depository Limited (NSDL). The voting rights of members shall be in proportion to the shares held by them, as on the cut-off date i.e. Friday, September 22, 2023.

The remote e-voting period commences on Tuesday, September 26, 2023 at 9.00 A.M. and ends on Thursday, September 28, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their voting rights in the meeting.

The Integrated Annual Report containing the AGM Notice is also uploaded on the Company's website viz. www.patanjalifoods.com.

You are requested to take the same on record.

Thanking you,

Yours Faithfully,
For Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)

Ramji Lal
Gupta

Digitally signed by
Ramji Lal Gupta
Date: 2023.09.06
20:48:58 +05'30'

Ramji Lal Gupta
Company Secretary

Encl.: As above



Nurturing
Growth.
Cultivating
Success.

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About the Report

The First Integrated Annual Report of Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited) presents a comprehensive overview of our Company's performance, strategies, and sustainable practices. This Report encapsulates our commitment to transparency, accountability, and responsible business practices as we navigate the dynamic landscape of the food industry. By combining economic, environmental, social and governance aspects, we aim to provide stakeholders with a clear picture of how we create value and contribute to the well-being of society.

Basis of Preparation

The First Integrated Annual Report of Patanjali Foods Limited is a comprehensive overview of our Company's performance, strategies and sustainability practices. Aligned with reporting frameworks like the Global Reporting Initiative (GRI), United Nations' Sustainable Development Goals (SDGs) and an Integrated Reporting framework, it offers stakeholders a well-rounded understanding of how we create value and contribute to society. This report provides a transparent and balanced assessment, catering to shareholders, value chain partners, employees, government bodies, consumers and local communities.

Reporting Period

Our reporting period covers the financial year between April 1, 2022, and March 31, 2023.

Capitals

- Financial Capital
Read more on Page 56
- Manufactured Capital
Read more on Page 60
- Human Capital
Read more on Page 64
- Intellectual Capital
Read more on Page 68
- Natural Capital
Read more on Page 74
- Social and Relationship Capital
Read more on Page 80

Market Capitalisation as on March 31, 2023

₹35,084.54 crores

Scrip Code/symbol

BSE: 500368

NSE: PATANJALI

Feedback

We request our stakeholders to review this Report and welcome any feedback via secretarial@patanjalifoods.co.in



Report access

[http://www.patanjalifoods.com/
investors_annualReport.php](http://www.patanjalifoods.com/investors_annualReport.php)

OUR STAKEHOLDERS



Shareholders and Investors



Employees and Workers



Consumers



Value Chain Partners



Government and Regulatory Bodies



Local Communities

NURTURING Growth. CULTIVATING Success.

Our focus has always been on optimising value for all our diverse stakeholders through consistent and sustainable growth. A critical pillar of our success has been our brand portfolio and products.

We have made strategic acquisitions opening up many growth opportunities and enabling us to widen our product portfolio.

We foster success throughout our organisation by embedding sustainability practices across our business, such as venturing into the renewable energy segment or adopting a vertically integrated model within our edible oils segment.

We align our actions and strategies to address pivotal challenges to deliver impact to all our stakeholders. We achieved a major milestone in FY23 by becoming debt-free.



Unlocking Incredible Growth Potential

Read more on page → 28

Embracing Distinction by Choice

Read more on page → 34

Integrating Sustainability into Business

Read more on page → 54

Financial Year 2022-23 at a Glance

Achieving Stellar Growth

Our Company delivered exceptional results by efficiently utilising our resources, product category expansion and diversified FMCG and edible oils product portfolio. We achieved strong growth, generated significant stakeholders value and positively impacted all our capitals.



Financial Capital

We prudently utilise our financial resources to maximise the value we create for our shareholders and investors.

₹31,821 crores
Revenue ▲ 31.04%

₹1,577 crores
EBITDA ▲ 0.73%

₹886 crores
Profit After Tax ▲ 9.94%

6,665 crores
Net Worth ▲ 291.57%



Human Capital

We recognise that our human capital is our most valuable asset. We are committed to fostering continuous growth and development within our organisation, harnessing the full potential of our talented workforce.

3,925
Employees

4,354
Training and Development Programmes

1,368
Workers

53,320
Training- hours



Manufactured Capital

We constantly look to improve our manufacturing potential by increasing our investments towards higher productivity, quality control and renewables.

25
Manufacturing Plants

₹ 4,905 crores
Tangible Gross Block

43%
y-o-y Increase in Supply Chain Partners

43
Contract manufacturing facilities



Natural Capital

We are resolute in our commitment to mitigating our impact on the climate. We have embraced a climate-conscious approach, seeking ways to minimise emissions throughout our value-creation process.

~20%
Share of Renewable Energy Usage

84.6 MW
Wind Power Installed Capacity

4.24 MW
Solar Power Consumed (Outsourced)

1,16,721 tCO₂
Emissions Mitigated by Wind Energy Usage



Intellectual Capital

We emphasise constantly curating our products to meet the ever-changing consumer needs. We have established a robust R&D team to ensure we fulfil this goal.

▲ y-o-y growth

242
Products Launched

6%
y-o-y Increase in R&D Expenditure

3
Business Segments

14
Leading Brands



Social and Relationship Capital

We maintain a continuous and proactive engagement with all our stakeholders, who are pivotal in enabling us to deliver value at the highest level of excellence. By fostering strong relationships and open communication, we ensure that our stakeholders' perspectives are considered and integrated into our decision-making processes.

87%
y-o-y Increase in CSR Expenditure

12
States covered under Oil Palm Plantation

45,688
Farmers Uplifted

857
MSME Suppliers



About Patanjali Foods Limited

Fueling Growth through Strategic Diversification

Our exceptional prowess in manufacturing and distribution has made us a distinct and prominent entity in India's Fast Moving Consumer Goods (FMCG) domain. We are also one of the most significant contributors to the country's health and wellness sector. We have made significant strides towards broadening our product portfolio, which has led to a rise in our FMCG revenue mix while simultaneously growing our edible oils segment. Moreover, we have a unique presence in the wind energy sector.



Food and FMCG



Edible Oils



Wind Turbine Power Generation

Vision

To sustain Patanjali’s leadership in health, wellness and Ayurveda by offering products and services that enrich the lives of consumers.

Mission

To create distinctive value and deliver superior returns for our stakeholders on a consistent basis.

Core Values



Customer delight
Committed to surpass our customer expectations.



Integrity and transparency
Committed to be ethical, sincere and open in our dealings.



Leadership by example
Committed to set standards for our business and transactions based on mutual trust.



Pursuit of excellence
Committed to constantly improve ourselves, our teams, our services and products to continue to delight our customers.

Strategic Priorities

Capitalise on our Robust Portfolio of Brands

Consumer Connect

Prudent Financial Management

Expanding our Export Presence

Balancing Risks and Opportunities

Product Category Extension and Expansion

Leverage our Manufacturing Prowess

Focus on Digitisation

Sustainable Business Practices

Cultivating a Growth Culture

Please refer to ‘Strategic Priorities and Progress’ on page → 48

Milestones

Strategic Steps,
Incredible Results

We have strengthened our position in the industry through strategic diversification and targeted acquisitions. As a corporate entity, we have redefined our approach to value creation, laying a solid foundation for future growth. One of our significant milestones is becoming 'debt-free,' enabled by our meticulous financial planning. These achievements reflect our efforts towards achieving financial stability and sustainability as we drive ourselves forward.

1980s

1986

Mr. Dinesh Shahra founded Ruchi Soya Industries Limited to manufacture Soybean edible oil.

1990s

1993

Established India's first Soya Seed Processing Facility.

1995

Entered into the Edible oil import and distribution business.

2013

Entered into joint ventures with J-Oil and Toyota Tsusho Corporation to commence production and marketing of high quality, functional edible oils.

2011

Started international ventures by setting up wholly owned subsidiaries.

Entered into a joint venture with Indian Oil Corporation Limited for renewable energy.

2006

Merged soya-based and other edible oil companies into Ruchi Soya Industries Limited.

2005

Started domestic Oil Palm Plantation.

2000

Set up the first port-based edible oil refinery in Chennai and introduced palm oil in packed form.

2010s

2000s

2017

A bankruptcy petition was admitted against Ruchi Soya Industries Limited in terms of the Insolvency & Bankruptcy Code, 2016 and Corporate Insolvency Resolution was initiated.

2019

Patanjali's Resolution Plan for Ruchi Soya Industries Limited was implemented as per orders of Hon'ble NCLT.

2020s

2020

Launched premium edible oils, honey and high protein chakki fresh atta under our 'Nutrela Brand'.

2021

- Became profitable in the first full year of operating under the Patanjali management with sales of ₹16,383 crores and EBITDA of ₹1,018 crores.
- Acquired Biscuits, Cookies and Rusk business from Patanjali Natural Biscuits Private Limited as a part of Business Transfer Agreement of ₹60.03 crores.
- Launched Nutraceutical business, acquired Noodles and Breakfast Cereals business from Patanjali Ayurved Limited.
- Received 'Great Place to Work' Certification for our 'High-Trust and High-Performance Culture'

2023

Signed a Memorandum of Understanding (MoU) in Nagaland to further expand oil palm cultivation.

Certified as 'Great Place To Work' for the second year in a row.

2022

- Successfully completed maiden Follow-on Public Offer (FPO) of ₹4,300 crores.
- Achieved a remarkable market capitalisation of ₹33,479 crores after listing shares under FPO on April 8, 2022.
- Utilised the proceeds of the FPO to redeem the debentures and part of the preference shares and also to repay the term loans and working capital loans to achieve debt-free status.
- Changed our name to 'Patanjali Foods Limited' reflecting our association with the 'Patanjali Group'
- Acquired the Food Business from Patanjali Ayurved Limited to strengthen FMCG product offerings and add large number of consumer-focused products into the existing product portfolio.
- The acquisition was done for a consideration of ₹690 crores on slump sale basis with effect from July 1, 2022

Our Presence

Providing Value
Beyond Boundaries

Our journey has encompassed remarkable growth on domestic and international fronts, a testament to our diligent transformation endeavours. Bolstered by this resilient foundation, we are well-placed for continued growth in the years ahead. By harnessing the power of our robust distribution network and fortified domestic capabilities, we are augmenting our exports and strategically positioning ourselves to capitalise on forthcoming prospects.

- 1

 Argentina
- 2

 Australia
- 3

 Belgium
- 4

 Bhutan
- 5

 Canada
- 6

 China
- 7

 Egypt
- 8

 Germany
- 9

 Hong Kong
- 10

 Indonesia
- 11

 Japan
- 12

 Kuwait
- 13

 Mauritius
- 14

 Morocco
- 15

 Nepal
- 16

 The Netherlands
- 17

 North Korea
- 18

 Norway
- 19

 Philippines
- 20

 Poland
- 21

 Qatar
- 22

 Saudi Arabia
- 23

 Singapore
- 24

 South Africa
- 25

 South Korea
- 26

 Sri Lanka
- 27

 Taiwan
- 28

 Thailand
- 29

 United Kingdom
- 30

 Uruguay
- 31

 United Arab Emirates
- 32

 Vietnam
- 33

 Yemen

Widespread
Distribution Network

7,500+ Distributors

1.5 million+ Retail Touchpoints

130+ Super Distributors

100+ Sales Depots

47,000+ Pharmacies

3,200+ Arogya Kendras – Part of Patanjali Group's Own Franchise Stores

▲ y-o-y growth

Strong Domestic
Capabilities

43 Contract Manufacturing Plants across India

25 Process Manufacturing Plants across India

12 states Oil Palm Plantations across India

84.6 MW Wind Power Installed Capacity across India

6.28 lakhs Ha Allocated Area for Palm Plantations

4.24 MW Solar Power consumed (Outsourced)

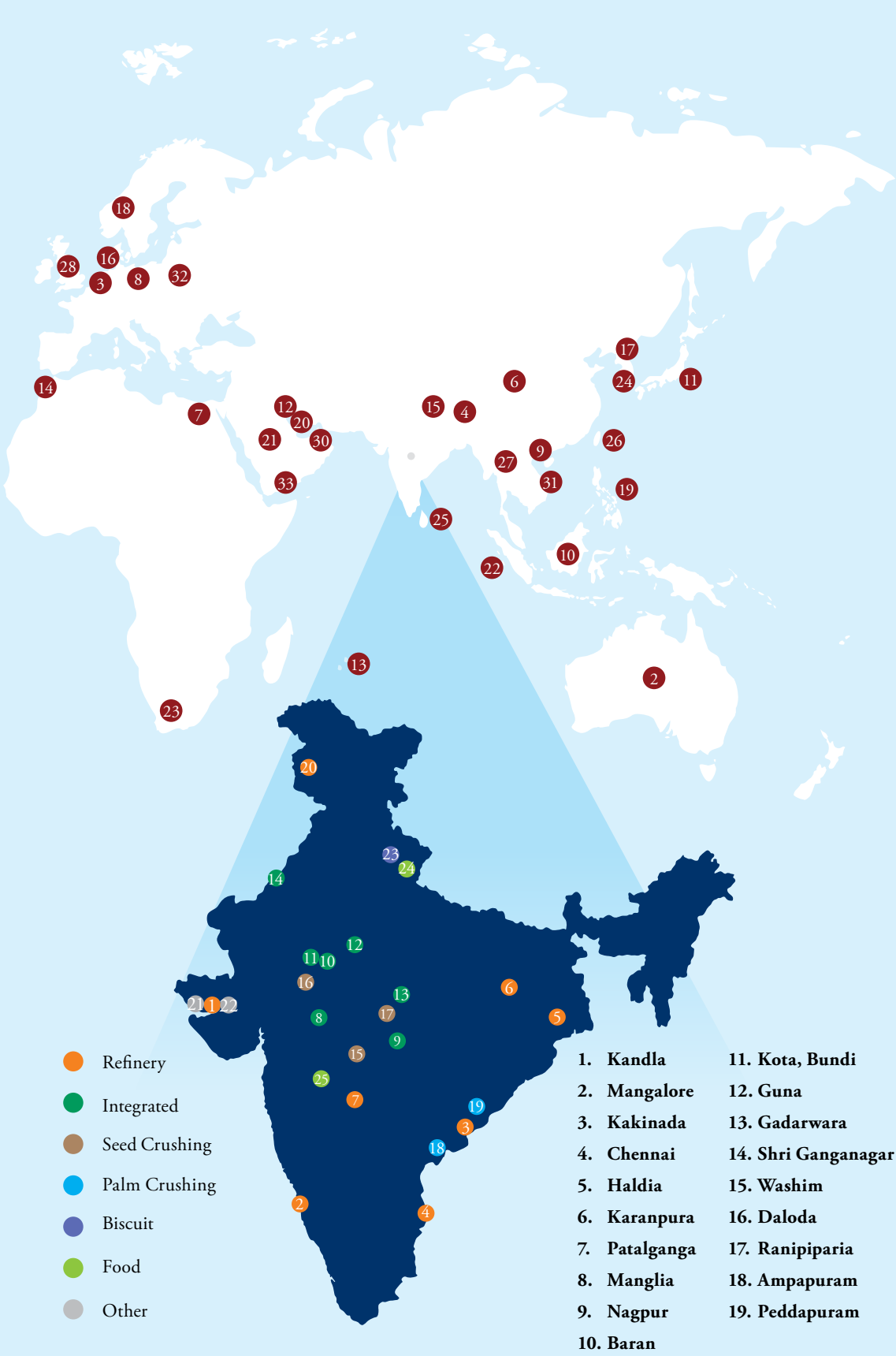
Expanding our
Export Footprint

33 Countries

₹530.80 crores Export Turnover in FY23

▲ 74.38%

India's leading exporter of value added soya products



Business Segments

Delivering Value through a Diverse Portfolio

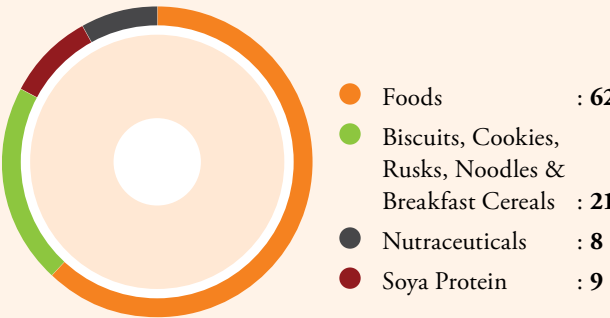
With a strategic focus on harnessing our production and distribution strengths while evolving into a large FMCG company, we are maintaining strong and steady growth in our legacy businesses as well. Our strong presence across the mass, value and premium segments combined with our strong brand portfolio, allow us to serve our consumer needs efficiently.



Food and FMCG

Our focus lies in expanding our footprint in the FMCG industry as the demand for packaged branded foods has been growing in the country. Recognised as a prominent player in this domain, we intend to amplify our standing with our strengths in Product R&D and Innovation, Manufacturing Prowess and large Distribution reach. We have four distinct verticals which position us to evolve into a prominent FMCG force, solidifying our place among the country’s top players.

Performance in FY23
Revenue Mix of our FMCG
Business Verticals (%)



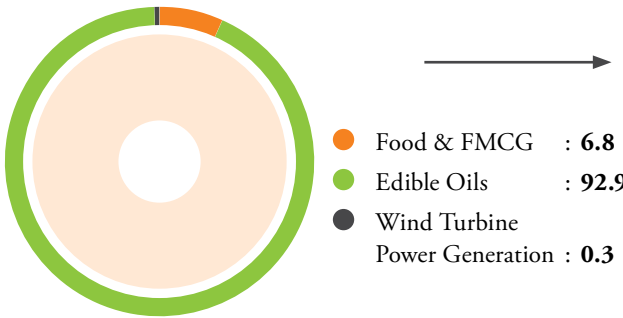
₹6,218 crores
Revenues

₹1,137 crores
EBITDA



Diversifying our Product Portfolio

Segment-wise Revenue Mix in FY22 (%)



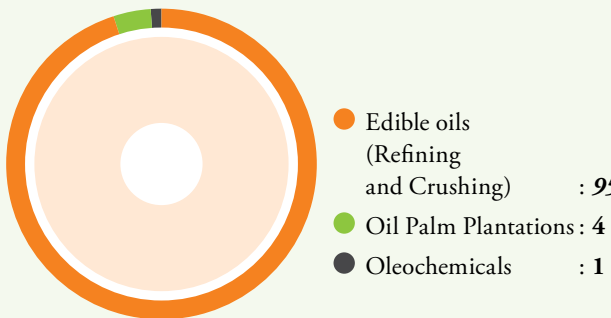
Segment-wise Revenue Mix in FY23 (%)



Edible Oils

Being among the largest players in the country, we have a robust presence in the edible oil domain. This is enabled by our strong brand identities, expansive company-owned infrastructure, and substantial production volumes, positions us to reach a diverse consumer audience effectively. As part of our backward integration efforts, we employ an asset-light operational model in our oil palm plantations segment where we have established a tripartite arrangement between farmers, the government, and our organisation. This backward integrated approach empowers us with comprehensive control over our supply chain, thus allowing us to swiftly respond to shifts in market demand.

Performance in FY23
Revenue mix of our Edible Oils
Business verticals (%)



₹25,634 crores
Revenues

₹230 crores
EBITDA



Wind Turbine Power Generation

With a strong focus on sustainability, we have ventured into the wind and solar energy segment to reduce our carbon footprint. We harness renewable energy from our projects for captive use and sell the surplus energy, contributing to a greener future.

₹53 crores
Revenues

₹35 crores
EBITDA



Food and FMCG

Incredible Growth Prospects

In FY2023, our FMCG segment achieved significant growth, attributed to our strong distribution network and brand reputation. We have strategically tapped into the rising consumer demand for health and wellness. Our state-of-the-art distribution network, encompassing general trade, modern trade, direct-to-consumer (D2C) and e-commerce channels, has enabled us to reach a wide consumer base efficiently and effectively by offering a wide range of products across our four distinct FMCG verticals.

Our Four FMCG Segments



Foods



Biscuits, Cookies, Rusks, Noodles & Breakfast Cereals



Nutraceuticals



Soya Protein

Our Verticals

Foods

With a strategic focus on meeting the growing demand for packaged and branded foods, we offer a range of uniquely positioned healthy food products. Our strong presence in the premium segments and our emphasis on health and wellness allow us to cater to evolving consumer preferences. Quality and margin optimisation remain critical focus as we prioritise delivering superior products to our domestic and international customers. Our collaboration with the established legacy business has also significantly enhanced our market reach, positioning us for a strong nationwide presence and a growing international presence.

Acquired Foods

We acquired Patanjali Ayurved's food portfolio in the early stages of FY23 to diversify ourselves and strengthen our position in the FMCG segment. With this move, we harnessed our extensive capabilities and synergies to establish a more commanding presence within the segment. Our product offerings, characterised by high margins, significant growth potential and substantial volumes, are poised to propel us toward continued success. This acquisition aligns with our broader aspirations to amplify our influence in the market.

8

Product Categories

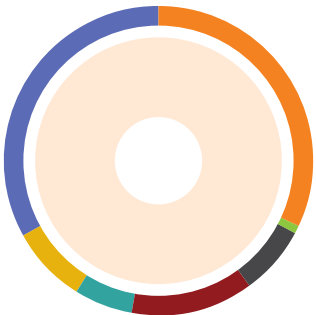
242

Products

500+

SKUs

Acquired Foods, category wise contribution: (%)



Ghee	: 32	Herbal Products	: 13
Beverages	: 1	Dry Fruits	: 6
Spices and Condiments	: 7	Honey	: 8
		Staples	: 33

Venturing into Millet-based Products



Nutrela MaxxMillets

To broaden the reach of our renowned superfood brand Nutrela, we introduced a range of millet-based food products suitable for individuals of all age groups. This expansion aligns with our objective of evolving 'Nutrela' into an inclusive umbrella brand.

Biscuits

We continue our legacy of offering health-conscious food products through our robust brand portfolio, including the well-received Patanjali Doodh biscuits. Staying true to our commitment, we have introduced two premium biscuit variants enriched with nutrient-packed millets, targeting a niche and discerning consumer segment.

Food and FMCG

FY23 Highlights

₹3,791 crores

Revenues

₹808 crores

EBITDA



Key Products

Ghee

- Cow Ghee

Herbal Products

- Chyawanprash
- Badam Pak, Musli Pak
- Herbal Powervita

Staples

- Whole Wheat Traditional Chakki Atta
- Pulses and other Staples

Beverages

- Aloe vera Juice
- Amla Juice
- Medicated Juices
- Fruit Juices and Beverages

Honey

- Honey

Dry Fruits

- Dry Fruits
- Madhuram, Kesar

Spices & Condiments

- Spices
- Candies, Murabba, Jams, Ketchups, and Pickles

Biscuits, Cookies and Rusks

Following the acquisition of the biscuits, cookies and rusks business from Patanjali Natural Biscuits Private Limited in May 2021, we have witnessed significant growth in our biscuits segment. By leveraging our marquee brands and constantly developing new products to capture a higher market share in urban markets, we expect a rise in contribution from our premium range of products. Furthermore, we are expanding our manufacturing capabilities nationwide to enhance our presence and better serve our customers. Our strategic initiatives align with the vision of strengthening the Company's position in the Indian market.

Patanjali Doodh Biscuit



We have taken the lead in introducing high-fibre atta biscuits and have become a prominent player in India's biscuits sector. Harnessing the strength of our Patanjali brand, we have also introduced a range of biscuits under the Doodh label. Our hybrid manufacturing approach involving in-house and outsourced manufacturing has been advantageous in fortifying our position in this industry.

₹826 crores

Revenues

Noodles and Breakfast Cereals

In June 2021, we ventured into the breakfast cereals and atta (wheat) noodles product category, a strategic move that aligns seamlessly with our broader objective of evolving into a diversified player in the FMCG sector. Our intention behind this expansion is to not only bolster our product portfolio but also to ensure competitive pricing strategies that foster customer loyalty growth. By broadening our offerings in this manner, we aim to fortify our position in the market and cater more comprehensively to the evolving preferences of our consumers.



Robust Manufacturing Capabilities

10

Manufacturing Units
(Including Contract
Manufacturing Units)

14,500 tonnes

Monthly Capacity

FY23 Highlights

₹1,351 crores

Revenues

₹118 crores

EBITDA

Key Products

Biscuits, Cookies & Rusks

Milk Biscuit

- Patanjali Doodh

Cookies

- Butter cookies
- Cashew
- Nariyal
- Aarogya
- Nutty

Cracker

- Namkeen
- Twisty Tasty
- High Kick Cracker
- Top Lite

Cream

- Creamfeast Elaichi
- Creamfeast Orange
- Creamfeast Chocolate

Bakery Biscuits

- Jeera Cookies
- Premium Nariyal Cookies

Crunchy

- Coconut Crunchy

Digestive

- Digestive Cookies

Marie

- Marie
- Paushtik Marie

Rusk

- Atta Doodh Rusk
- Suji Elaichi Rusk

Noodles

- Chatpata
- Chatpata Cup Noodles
- Classic
- Desi Masala
- Yummy Masala
- Yummy Masala Cup Noodles

Breakfast Cereals

- Corn Flakes Pouch
- Corn Flakes
- Muesli Fruit & Nuts
- Choco Flakes
- Chococious
- Instant Wheat Dalia
- Oats
 - Plain
 - Dalia
 - Masala
 - Tomato

Food and FMCG



Nutraceuticals

Distinguished by our unique synthesis of Ayurveda and modern science, underpinned by multiple certifications, we stand out as an emerging force in the Nutraceuticals market. We strategically leverage our nutraceuticals vertical to reinforce our position in this segment. Furthermore, we have multiple certifications obtained for our nutraceutical brands. We have strategically focused on e-commerce as a primary consumer channel and revamped our product portfolio and segmentation to cater to all age groups. Our continuous innovation and product enhancements at our state-of-the-art R&D facility support our steady growth in the industry.

Our strategic global expansion has taken root with recent forays into international markets like New Zealand and Nepal. With robust groundwork and a pursuit of excellence, we remain primed to capitalise on the burgeoning opportunities within the expanding health and wellness sector.

Extensive Reach

2,000+

Distributors

2,50,000+

Retail Touchpoints

22

Products

FY23 Highlights

₹509 crores

Revenues

₹211 crores

EBITDA

Key Products

General Nutrition

- Nutrela Daily Energy
- Nutrela Daily Active
- Nutrela Women's Superfood
- Nutrela Men's Superfood
- Nutrela Kid's Superfood

Sports Nutrition

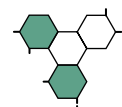
- Nutrela Weight Gain
- Nutrela Isopure Gold
- Nutrela 100% Whey Perform

Medical Nutrition

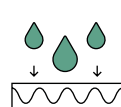
- Nutrela Bone Health Natural
- Nutrela Vitamin B12 Bio-fermented
- Nutrela Iron Complex Natural
- Nutrela Vitamin D-2K
- Nutrela Organic Omega 3, 6, 7 & 9
- Nutrela Diabetic Care



Organic Products



Scientifically-Backed Formulations



For Better Absorption



ESPERN & ICMR Standards



Preservative Free



Lab Tested

Soya Protein

Nutrela, is one of the most trusted, 100% vegetarian Soya food brand in the country. It offers Soya granules, chunks and minichunks which are full of nutrition and are also easy to prepare. We are evolving into a comprehensive FMCG brand with a strong focus on health and super-food offerings with a range of soya products. Nutrela has enjoyed the trust of its consumers, both in India and overseas, for more than 25 years and continues to expand its range to give more offerings to the consumers. Nutrela today has become a generic name for soya foods in India. The Company continues to strengthen the message of good health to its consumers. It has also launched www.nutrelahealth.com to enhance customer engagement.

A Perfect Combination of Taste and Health

Our commitment to innovation drives us to introduce new products, further enhancing our market share consistently. In addition to leveraging our existing distribution network and expanding our reach, we have successfully established a multi-channel growth strategy, which will help us extend our presence to key international markets by increasing our exports of Soya by-products such as Soya Flour, Soya Flakes, etc. Our advertising and marketing efforts remain pivotal in strengthening the brand equity of Nutrela, reinforcing its position as a trusted and preferred choice for health-conscious consumers.

Key Products

- Soya Chunks
- Soya Granules
- Soya Mini Chunks

1,85,000
MTPA

Capacity

3

Manufacturing Plants Spread Geographically



Edible Oils

Focused Towards a Healthier Future

As a prominent player in India's integrated oilseed solvent extraction and edible oil refining sector, our health-oriented value propositions drive our success. Moreover, we are present in the oil palm plantation and oleochemicals industries. Our significant role in the oil palm plantation industry positions us as a major player dedicated to reducing the nation's reliance on edible oil imports. Our backward integrated approach not only enhances self-sufficiency but also empowers farmers, contributing to their growth and progress and positioning us to capitalise on the industry's future trends.

Our Three Edible Oil Business Segments

Oil Palm Plantations



Edible Oils



Oleochemicals



Product Portfolio

- Edible Vegetable Oils: Refined Palm Oil, Refined Soyabean oil, Refined Sunflower Oil, Kachi Ghani (Cold-Pressed) Mustard Oil, Blended Oils
- Rice Bran Oil, Groundnut Oil
- Vanaspati and Hydrogenated fats
- Bakery Fats and Specialty Fats
- By-products (glycerin, etc.) and derivative products in Oleochemicals including derivatives of Soya, Castor, and Palm.

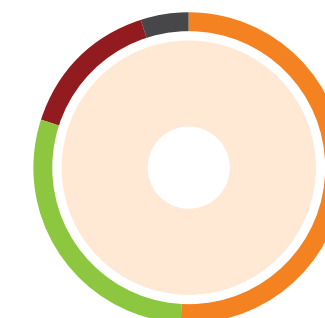
Our key edible oil brands include Ruchi Gold - the highest-selling palm oil brand in the country, and Mahakosh, along with 'Nutrela' – our umbrella brand for premium oil products. Sunlight, Sunrich and Ruchi Star are other notable brands in this segment.

Our Verticals

Edible Oils

Renowned as a leader in the branded oil packaged food sector, we boast a robust portfolio of brands that embody our health-centric ethos, epitomised by our tagline "Fit hai to future hai" (Being fit leads to a bright future). Our substantial presence in the edible oils segment, cultivated over three decades, has enabled us to develop an extensive Company-owned infrastructure, solidifying our position as a key player in the industry.

Revenue Mix of our Edible Oils Business Verticals (%)



- Palm Oil : 51
- Soya Oil : 35
- Sunflower Oil : 5
- Others : 9

FY23 Highlights

₹24,473 crores

Revenues

₹14 crores

EBITDA

Utilising owned infrastructure to strengthen the foundation



Consolidating leadership in the industry

Ensuring sustainable development in the sector



Driving Growth in Edible Oils



Scaling volumes to brighten future expansion prospects

Enhancing market presence and improving business scale



Prioritising premium and branded products

Edible Oils

Leveraging our Strengths

Oil-refining

We have an extensive oil refining infrastructure with a vast capacity. We leverage this to remain in a leadership position in the industry. Our refining processes produce many palm oil and sunflower oil byproducts.

Refining Byproducts

Palm oil Byproducts

- Spent earth
- Palm fatty acid
- Palm stearin

Sunflower Oil Byproducts

- Gums
- Acid oil
- Wax
- Spent earth
- Sun fatty acid

3.93 million MT

Oil-refining Capacity

14

Oil Refining Plants

Seed-crushing

We are a key player in the seed-crushing industry as we optimally utilise our strategically located inland plants. We export our crushing by-products to various industries, such as chocolates, confectionary, cosmetics and many more, along with transferring internally to our oleochemical unit for further processing

Crushing Byproducts

- Soya husk
- Lecithin
- Acid oil
- Fatty acid

3.91 million MT

Seed-crushing Capacity

10

Crushing Plants



Our Sourcing (%)



Imports : 72 Domestic : 28

Our Value Chain Partners

4,000+

Distributors

2,50,000+

Retail Outlets

Our Brand Portfolio

With our diverse brand portfolio, we have adopted a comprehensive approach to market expansion. Each brand serves a specific purpose, allowing us to maximise our reach and create value in various market segments. This strategic approach ensures that we cover all bases and capitalise on every opportunity for growth. By leveraging the strength and uniqueness of each brand, we can effectively penetrate different target markets and cater to our customers' diverse needs and preferences.

Edible Oils



RUCHI STAR®



Sunrich®

SOYUMM!



Vanaspati



Bakery Fats

CakeMo™

PuffiMo™

BakeMo™

CookieMo™

MoCreme™

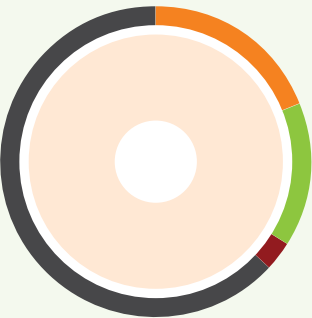
MoSno™

Edible Oils

Oil Palm Plantations

As one of the largest oil palm plantation players in the country, our commitment to backward integration aligns with the Indian Government's Atmanirbhar Bharat campaign. By expanding our Oil Palm Plantation, we aim to reduce the country's reliance on edible oil imports. This strategy strengthens our self-sufficiency and empowers farmers by providing them with opportunities for growth and development. Through our sustainable practices and farmer-centric approach, we are making significant strides towards creating a more self-reliant and resilient agricultural ecosystem in the country.

Age Profiles of our Oil Plantations (%)



- Immature (0-3 years) : 19
- Young (4-6 years) : 15
- Prime (7-25 years) : 63
- Old (>25 years) : 3

FY23 Highlights

₹1,161 crores
Revenues

Segment snapshot

6.28 lakhs ha
Allocated Area

63,816 ha
Area used for Oil Palm Cultivation

One of India's Leading
Oil Palm Plantation player in terms of allocated area

Enabling Robust Growth of Indian Oil Palm Plantations

Our oil palm plantation segment stands out due to our unique approach. Through partnerships with governments, we have successfully maintained an asset-light business model. This collaboration between farmers, the Government and our Company has been instrumental in creating value and driving growth. We have optimised resources and fostered sustainable agricultural practices by leveraging these strategic partnerships. This approach has not only enhanced the livelihood of farmers but also contributed to our success as an organisation.

We are proud recipients of financial assistance from the National Mission on Edible Oils – Oil Palm (NMEO – OP), which supports our initiatives in the oil palm plantation segment. This assistance includes subsidies for planting materials, maintenance, inter-crop activities and the establishment of oil palm processing mills. We have partnered with leading overseas suppliers to plant materials and establish seed gardens to ensure the highest quality. Additionally, we utilise advanced technologies like geotagging for real-time tracking, enhancing the efficiency and transparency of our

₹216 crores
EBITDA

12
State Governments Partnered with (MoUs Signed)

45,688
Farmers Benefited

operations. These measures strengthen our commitment to sustainable agriculture and contribute to the industry's growth.

To enhance the income and productivity of farmers in potential oil palm areas, we collaborate with state governments through memoranda of understanding (MoUs). As part of these agreements, we commit to providing technical assistance to farmers, supporting them in cultivating oil palm. Through these partnerships, we aim to drive sustainable agricultural practices and empower farmers in the oil palm industry.

Our Products

Crude Palm Oil

Crude palm oil is extracted from fresh fruit bunches (FFBs) of oil palm and refined for edible purposes with various applications.

Oil Extraction Ratio (OER): ~18%

Crude Palm Kernel Oil

Crude palm kernel oil gets extracted from palm kernels with applications in edible oil, confectionery and personal care industries.

OER: ~2%

Palm Kernel Cake

Palm kernel cake is extracted from palm kernels and used in animal feeds.

OER: ~2.5%

Byproducts

Two byproducts – shells and palm fibres- are used as fuel for boilers.

OERs:

- Shells – ~4.5%
- Palm fibres – ~13%

Farmer-centric Approach

We prioritise the development of farmers by providing the necessary resources, knowledge and support to maximise their yields. Our close collaboration with farmers ensures a strong partnership built on trust and mutual growth. We dedicatedly assist them throughout our partnership, enabling them to enhance their capacities and capabilities. Empowering farmers contributes to their success and strengthens our segment's overall sustainability and resilience.

We have established oil palm nurseries that provide high-quality seedlings and offer technical guidance for oil palm cultivation to support farmers. We actively assist farmers in implementing

intercropping practices during the initial years of plantation to enhance their income levels. This strategic approach has resulted in a consistent supply of superior oil palm produce and has enabled us to extract a wide range of valuable products and byproducts. Through these initiatives, we aim to ensure the long-term prosperity and success of our partnering farmers while contributing to the sustainable growth of our business.

4

Oil Palm Mills in India

26

Nurseries

Aiding Farmers

We prioritise working closely with palm oil farmers, providing them with essential resources such as planting materials, agricultural inputs, and technical guidance. We have established Farmer Information / FFB collection centers, and dedicated fertiliser godowns to enhance our support. Through these initiatives, we strive to foster self-sufficiency and create mutually beneficial partnerships within the palm oil industry.

171

Farmer Information cum FFB collection centers

23

Dedicated Fertiliser Godowns

Oleochemicals

Capitalising on the byproducts derived from our edible oil refineries, we engage in a downstream business focused on oleochemicals. Our manufacturing operations produce diverse products with versatile applications across industries, including lubricants, pharmaceuticals, cosmetics and more. Strategically situated in Gandhidham, Gujarat, our facility is accredited with the ISO 9001:2015 certification, further affirming our commitment to maintaining high-quality standards.

Oleochemicals are renewable, bio degradable and safe for the environment and are gaining prominence over their petroleum-based counterparts.

Oleochemical Manufacturing Capabilities

42,000 MT
Soap Noodles

35,000 MT
Split Fatty Acids

33,600 MT
Toilet Soaps

15,000 MT
Castor Derivatives

9,000 MT
Refined Glycerine

Wind Power Generation

Decarbonising
our Operations

We have significantly reduced our carbon footprint by harnessing renewable energy sources. Our wind power projects generate clean and sustainable energy for our internal consumption and for sale to the grid. By leveraging wind energy, we contribute to reducing greenhouse gas emissions and promote a greener future. Our commitment to renewable energy aligns with our broader sustainability goals and reflects our dedication to environmental responsibility.

84.6 MW

Wind Power Installed Capacity

16

Locations

6

States

18.6 MW

Wind Power for Captive Use in

5

Plants Using Captive wind Power

We prioritise value creation that extends beyond financial metrics. Our wind energy segment is pivotal in our long-term growth strategy, contributing to sustainable development and environmental stewardship.

Our captive power plants supply electricity directly to state-owned power grids, allowing us to offset our carbon footprint and promote clean energy consumption. By integrating renewable energy sources into our operations, we actively contribute to a greener and more sustainable future.

With 16 locations spread across six states, our commitment to clean power sourcing is evident. Our wind power segment is a testament to our dedication towards a greener and more sustainable future. By harnessing wind power, we are meeting our energy needs and contributing to the larger goal of environmental conservation. This strategic investment in renewable energy aligns with our vision to be a unique and responsible player in the industry. As we expand our footprint, we are confident that our wind power segment will play a significant role in our journey towards a more sustainable tomorrow.

125 MU

Total Electricity Generated

21 MU

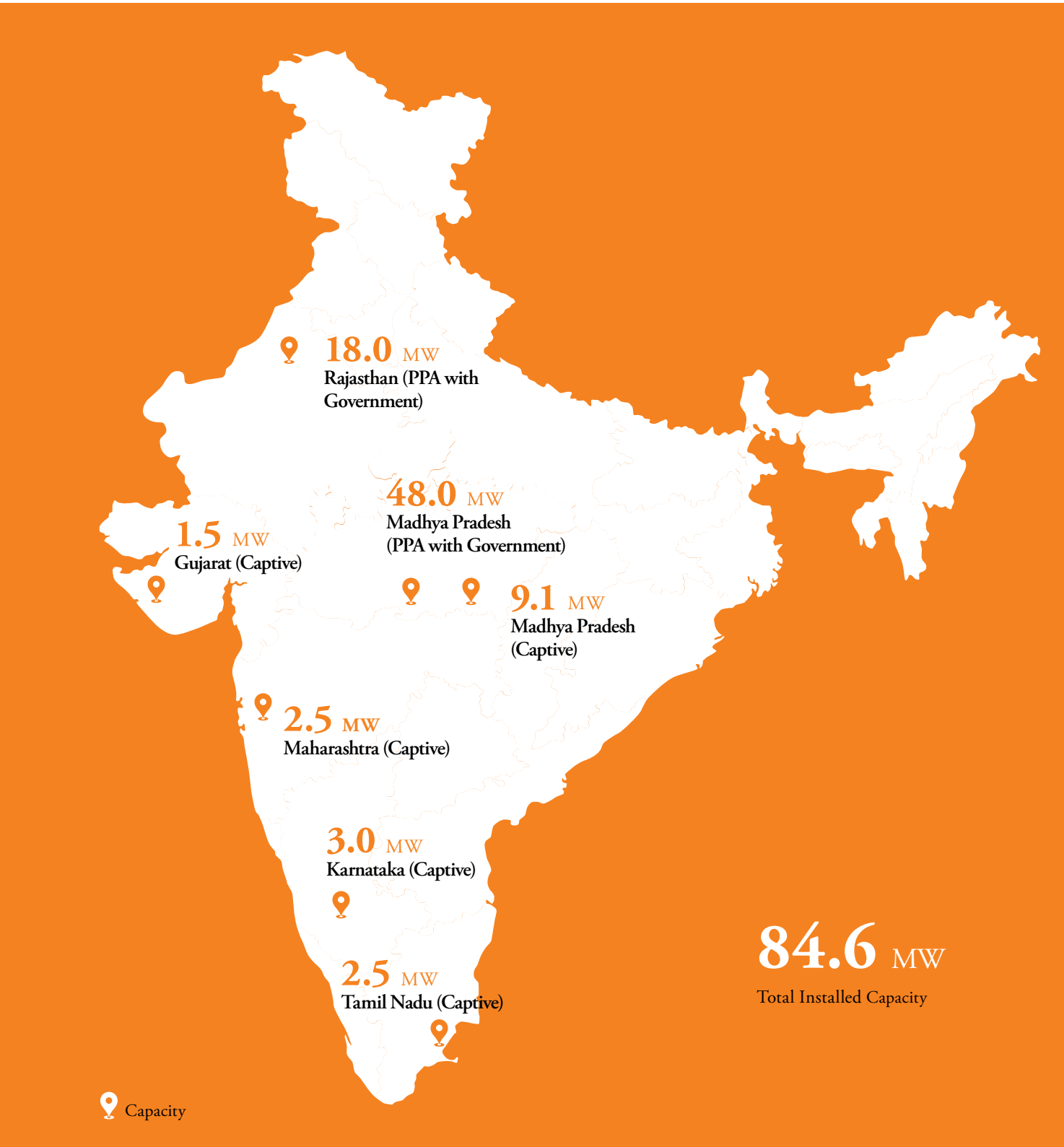
Electricity Utilised Internally

104 MU

Electricity Sold

₹53 crores

Revenue Generated



Embracing Solar Energy

We consistently integrate new elements to augment our sustainable energy mix. One such endeavour is use of solar power in our plant situated in Padartha, Uttarakhand.

The Company outsources 4.24 MW solar power which is a testament to our dedication to reducing our carbon footprint and advancing environmentally conscious practices.

4.24 MW

Installed Solar Generation Capacity

UNLOCKING INCREDIBLE Growth Potential

At PFL, our growth strategy involves continuously exploring new avenues for expansion and seizing opportunities for sustainable development. Recognising the importance of constant growth, we have taken strategic steps to enhance our revenue mix. We entered into a business transfer agreement (BTA) with Patanjali Ayurved Limited in May 2022 to acquire their food retail business at a fair market value (net) of ₹690 crores.

This acquisition is a significant step forward in expanding our presence in the FMCG sector. This move allows us to strengthen our market position and enhance our product portfolio, enabling us to meet our customers' evolving needs and preferences. By leveraging the strong distribution network of the acquired business, we are well-positioned to drive growth and create value for our stakeholders. This move has also unlocked significant synergies across our manufacturing, distribution, research and development (R&D) and human capital. This integration has not only strengthened our presence in the FMCG segment but also opened up numerous opportunities for us moving forward in the FMCG segment, as demonstrated by our impressive performance in FY23.



₹690 crores
Cost of Acquisition

300+
Products Introduced
Post-acquisition

Message to the Stakeholders

Growing through Diversification



Patanjali Foods Limited (Formerly Ruchi Soya Industries Limited) started as a manufacturer and marketer of healthy edible oils. We pioneered soya foods and significantly expanded our product portfolio over the years."



Dear Stakeholders,

We proudly present the first integrated annual report for Patanjali Foods Limited. We're excited to share our Company's incredible journey in creating value for our stakeholders over the past year. The year 2023 has witnessed a dynamic economic landscape, both globally and domestically. Despite the recent pandemic's challenges, Indian economy has demonstrated resilience and adaptability, paving the way for renewed growth opportunities.

India has been at the forefront of this economic resurgence, with robust GDP growth and encouraging investment inflows. The FMCG sector is one of the most crucial contributors to India's economy. It experienced several challenges during the year under review owing to high inflation, slowing rural demand and rising interest rates.

However, the changing lifestyles and increasing awareness of health and wellness among consumers will likely increase the demand for high-quality and healthy products. As an FMCG player, we closely monitored these trends and performed exceptionally well despite various challenges. One of our key accomplishments during the year is generating a revenue of over ₹31,000 crores with an annual growth of 31% and a profit after tax (PAT) of ₹886 crores.

Expanding Beyond Edible Oils

PFL (Formerly known as Ruchi Soya) started as a manufacturer and marketer of healthy edible oils. We pioneered soya foods and have significantly expanded our product portfolio. Edible oils and soya foods remain an integral part of our business segments today as we have diversified our offerings to a diverse range of consumer-packaged goods, biscuits, cookies, noodles, cow ghee, honey, and other items, along with range of nutraceutical products catering to a wide spectrum of consumer needs. This approach has helped us broaden our offerings to reach several high-growth segments.

Strong Manufacturing and Distribution Network

Strong distribution and manufacturing capabilities are essential to establishing a successful FMCG company. At PFL, we take immense pride in our extensive network that spans the country's length and breadth. With 25+ strategically located manufacturing units, we have optimised our production and supply chain, resulting in seamless product delivery to our customers.

To complement our manufacturing strength, we have built an impressive distribution infrastructure. With 7,500+ distributors, 100+ sales depots, 130+ super distributors and a staggering 1.5 million+ retail locations spread across India, our products are within the easy reach of consumers from every corner of the nation.

Strategic Capex and Global Expansion

We recently announced a significant capital expenditure of ₹421 crores to fortify our growth. Over the next five years, we will deploy this strategic investment to enhance our Oil Palm Plantation business. By augmenting this segment's capacity, we aim to strengthen our product offerings and capture a larger market share, propelling us towards greater heights.

While consolidating our presence domestically, we are also committed to expanding geographically in the

international markets. With a presence in 33 countries, exports substantially grew during the year under review. This achievement demonstrates the global acceptance of Patanjali Foods' products and the trust placed in our brand.

Embracing Innovation for Profitable Growth

Innovation has always been central to our business ethos. We are always coming up with new products to launch, which can provide us with higher margins. This strategic move diversifies our product range and opens avenues for increasing profitability, propelling us towards sustainable growth. We have launched multiple products in FY23 and intend to venture into new segments in the coming years through our well-established brands.

Digital Transformation and E-Commerce Initiatives

Recognising the significance of digital channels and e-commerce segments, we are preparing to embrace this transformation. By leveraging these platforms, we aim to reach a wider audience, expanding our consumer base and reinforcing our position as a market leader. We have built an incredible digital ecosystem, which has helped us establish and enhance our connection with internal and external stakeholders.

Sustainability and ESG Commitment

We remain committed to sustainability and responsible business practices as we grow and prosper. At Patanjali Foods, we recognise our responsibility towards the environment and society and strive to impact every aspect of our operations positively. Environmental stewardship is one of our top priorities. As a consumer goods manufacturer, we acknowledge the importance of minimising our carbon footprint and conserving natural resources. Over the years, we have implemented energy-efficient practices in our manufacturing units, reducing energy consumption and greenhouse gas emissions. We are engaged in a proactive exploration of integrating renewable energy sources into

our operational framework. Furthermore, we dedicatedly promote sustainable agricultural practices. Our sourcing of raw materials, especially for edible oils and soya-based products, focuses on responsible farming and sustainable supply chains. We actively engage with farmers to adopt sustainable agricultural methods that are environmentally friendly and contribute to their economic well-being.

Our social responsibility goes beyond our immediate stakeholders. We believe in empowering communities and supporting initiatives that promote education, healthcare and skill development. Through various programmes, we have positively impacted the lives of countless individuals, furthering the cause of inclusive growth.

On the governance front, we maintain the highest levels of transparency, accountability and ethical conduct. Our Board of Directors comprises individuals with diverse expertise, and they play a pivotal role in guiding the company with integrity and prudence. We are committed to upholding your trust in us as custodians of your investment.

Looking Ahead

As we stand at the cusp of a new era, we are excited about the growth prospects that lie before us. With your continued support and trust, we are confident in achieving new milestones and creating sustainable value for all our stakeholders.

We sincerely appreciate the entire team at Patanjali Foods, whose dedication, hard work, and passion have driven our success. We also thank our valued customers whose loyalty inspires us to push the boundaries of excellence.

Thank you again for your support, and we look forward to another fruitful year ahead.

Regards,

Swami Ramdev
Acharya Balkrishna

MD's Message

Strides towards
Excellence

Dear Stakeholders,

I am delighted to present the Integrated Annual Report of Patanjali Foods for the fiscal year ending 2023. The FMCG industry is an integral part of our daily lives. At Patanjali Foods, we take great pride in contributing to the well-being of millions of households nationwide with our diverse range of high-quality products. We believe in delivering products that benefit our consumers and resonate with our core values of purity and authenticity.



We take pride in announcing a net profit of ₹886.44 crores and an impressive CAGR growth of 84.37% from FY19 to FY23. This remarkable accomplishment is a reflection of our pursuit of sustainable growth and profitability, ensuring that all stakeholders reap the rewards of our collective efforts."

₹886.44 crores

Profit After Tax

84.37%

CAGR Growth (FY19-FY23)

Throughout the fiscal year 2023, Patanjali Foods has experienced outstanding progress, reaching significant milestones that highlight our dedication to excellence. Our revenues surged to an impressive ₹31,821 crores, showcasing a remarkable 25% compounded annual growth rate (CAGR) from FY19 to FY23. This exceptional growth has our expanding portfolio, robust distribution network and relentless commitment of our skilled workforce.

We take pride in announcing a net profit of ₹886.44 crores and an impressive CAGR growth of 84.37% from FY19 to FY23. This remarkable accomplishment is a reflection of our pursuit of sustainable growth and profitability, ensuring that all stakeholders reap the rewards of our collective efforts. We have set ambitious goals for the next five years by driving strong growth in the FMCG business while sustaining our prowess in Edible Oils business.

To keep our growth strong, we also plan to increase our operations and profits. Our strategy is to strengthen our FMCG vertical by expanding our presence and staying competitive. We also focus on widening our international footprint by

entering newer countries and improving our margins in the existing markets. This is not a stop for us – we are creating a value-accretive product pipeline to accelerate our growth agenda.

We aspire to become an integral entity prominent across its business segments and diligently work towards making its aspirations a reality. We maintain a profound commitment to distributing the fruits of our achievements with those who hold paramount importance in our journey – our esteemed stakeholders.

And we remember being conscious to the planet and the places where we do business. While being responsible in our production, we care about more than just profits.

We extend a resounding acknowledgement to our exceptional workforce, as they stand as the true protagonists behind our triumphs. Their dedication and hard work keep us moving forward. And to our shareholders, your trust and support keep us going strong. Your belief in us pushes us to do even better and try new things; we are grateful for that.

I extend my heartfelt gratitude to our suppliers, distributors and business partners for their collaboration and trust in our Company. Together, we are shaping a brighter future for Patanjali Foods and contributing to the growth of the FMCG industry.

I am immensely proud of the collective achievements of Patanjali Foods during the fiscal year 2023. With your continued support and dedication, I am confident that we will continue to thrive and fulfil our vision of becoming a leading FMCG company in the coming years.

Thank you for being an integral part of our journey.

Regards,

Ram Bharat

Managing Director

EMBRACING Distinction by Choice

What distinguishes us is our substantial presence in the wind energy sector. While many companies prioritise their core operations, we have dared to explore the realm of renewable energy, positioning ourselves distinctly in this field. We have ingrained sustainability in our DNA by integrating wind energy as a pivotal business segment.

This distinctiveness isn't just a badge; it's the very essence of our corporate identity. Every facet of our operations reflects a conscious design to prioritise sustainability. We have created an exclusive proposition that resonates deeply with our stakeholders by relentlessly pursuing greener practices and adopting renewable energy solutions. However, our journey towards sustainability is far from over. With an enduring quest for innovation, we continuously seek novel ways to promote environmental stewardship.



84.6 MW
Wind Power Installed Capacity

125 MU
Clean Electricity Generated

Global Megatrends

Adapting to the External Environment

In the fast-paced and ever-changing global marketplace, we operate amid the influence of transformative megatrends. As we navigate this dynamic landscape, we remain agile, proactive, and adaptive to seize opportunities and overcome these challenges. Embracing innovation and forward-thinking strategies, we stay ahead of the curve and drive sustainable growth in this dynamic environment.

Health and Wellness Revolution

The worldwide health and wellness movement is gaining momentum as consumers increasingly emphasise making nutritious and natural dietary selections. This trend transcends physical fitness and exercise as individuals seek holistic well-being encompassing mental and emotional health. This shift prompts alterations in consumption habits and fosters a conscious consumption culture. We are at the forefront of this trend, emphasising Ayurveda-inspired products, which positions us to meet the growing demand for healthier alternatives. Our focus on organic and natural ingredients aligns seamlessly with the rising consumer preference for clean labels and transparency in food products.

Growing Consumer Preference for Premiumisation

The rising purchasing power of people across the globe is leading to an increase in demand for premium products. Our well-established portfolio of premium products has enabled us to make a strong presence across our critical businesses. Furthermore, we continuously develop new branded products to ensure that we evolve with our consumers' preferences and shift towards a more sustainable and responsible food industry.

 [Read more on page → 50](#)

Digital Transformation and E-commerce

The digital revolution has significantly transformed how consumers engage with food brands, leading to a fundamental shift in how we discover, purchase and interact with products. E-commerce has become vital, enabling us to directly reach customers and explore new market opportunities beyond traditional retail avenues. By harnessing the potential of technology, data analytics and online platforms, we streamline our supply chain, elevate customer engagement, and gain valuable insights into ever-evolving consumer preferences. Embracing digital advancements empowers us to enhance operational efficiency, customise offerings to cater to individual needs and remain at the forefront of the dynamic food industry landscape.

Globalisation and Diverse Palates

In an increasingly interconnected world, cultural diversity and exposure to various cuisines have expanded consumers' palates and preferences. The demand for international and fusion food offerings has risen as consumers become more adventurous in trying new and exotic flavours. While rooted in Indian heritage, we can capitalise on this trend by embracing innovation and diversifying our product portfolio to cater to a broader global audience. We create unique and exciting food offerings that appeal to consumers worldwide by exploring new ingredients, flavours, and culinary traditions.

Rise of Conscious Consumerism

In today's socially conscious world, consumers are increasingly mindful of their purchasing decisions' impact on the environment, society, and local communities. They seek products from companies that align with their values, focusing on social initiatives and responsible business practices. We promote traditional Indian practices, support local farmers and contribute to social causes that can strongly resonate with these conscious consumers and foster brand loyalty. By transparently communicating our sustainable and ethical practices, we can build trust and credibility, encouraging consumers to choose our products over competitors.

Changing Demographics and Urbanisation

The shifting landscape of rapid urbanisation and changing demographics significantly impact consumer preferences and dietary habits. As more individuals gravitate towards urban areas, the demand for convenient and ready-to-eat food options is rising. We recognise the potential of this trend and leverage it by introducing a range of innovative, healthy, and easy-to-prepare products tailored to the urban lifestyle. By embracing this opportunity, we meet the evolving needs of consumers and position ourselves as a reliable and appealing choice in the dynamic food market.

Moving Forward

We evolve continuously and embrace these megatrends as opportunities. Our flexibility, agility and adaptability have allowed us to stay ahead as a frontrunner in health-conscious food market segments.

Through continuous innovation, responsible practices and a commitment to meet evolving consumer demands, we strive to solidify our position as a leading player in the ever-changing landscape of the food industry.



Risks and Mitigation Measures

Thriving in a Dynamic Landscape

In an ever-changing global landscape, we acknowledge the significance of effectively managing risks and capitalising on opportunities to ensure our continuous growth, bolster our resilience and contribute to a sustainable future. Our risk management strategy encompasses a systematic approach, identifying and assessing key risk areas and formulating proactive measures for mitigation, which helps us navigate through uncertainties and challenges with diligence.

Risk Identification

We have curated a comprehensive approach to identifying and evaluating potential risks to safeguard our operations, financial stability and long-term sustainability. This proactive risk assessment process integrates a range of methodologies that address both internal and external variables.

Risk Identification Methods

Scenario Analysis
We engage in scenario analysis to simulate various future events to better understand their potential impacts.

Market Research
We monitor market trends, industry developments and geopolitical conditions.

Stakeholder Engagement
We engage with many of our stakeholders to gain valuable insights into potential risks.

Data Analytics
We analyse historical data and harness tools to scrutinise diverse patterns to pinpoint potential risk triggers.

Expert Opinions
We seek industry experts, economics and risk management professionals to garner external perspectives.

Regulatory and Compliance
We regularly monitor the evolving regulations and compliance requirements to identify potential risks associated with non-compliance.

Key Risks and their Mitigation

Supply Chain Resilience and Commodity Inflation

We have reduced our import dependency and intend to continue this trend to enhance our supply chain by aggressively expanding our domestic manufacturing facilities.

9 INDUSTRY INNOVATION AND INFRASTRUCTURE

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Economic Stability

We have diversified our product portfolio to cater to a broader range of markets. We have also employed financial instruments and prudent liquidity management practices.

8 DECENT WORK AND ECONOMIC GROWTH

Foreign Currency Fluctuations and Commodity Price Changes

Our emphasis on strengthening our domestic manufacturing capabilities have helped us expand our exports.

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Geopolitical Instability

We maintain a robust risk assessment system that continually monitors and assesses potential risks, helping us respond and adapt to any change in geopolitical dynamics.

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Regulatory Compliance

We comply with state and central laws and maintain a vigil mechanism to monitor and review our compliance regularly.

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Data Security and Privacy

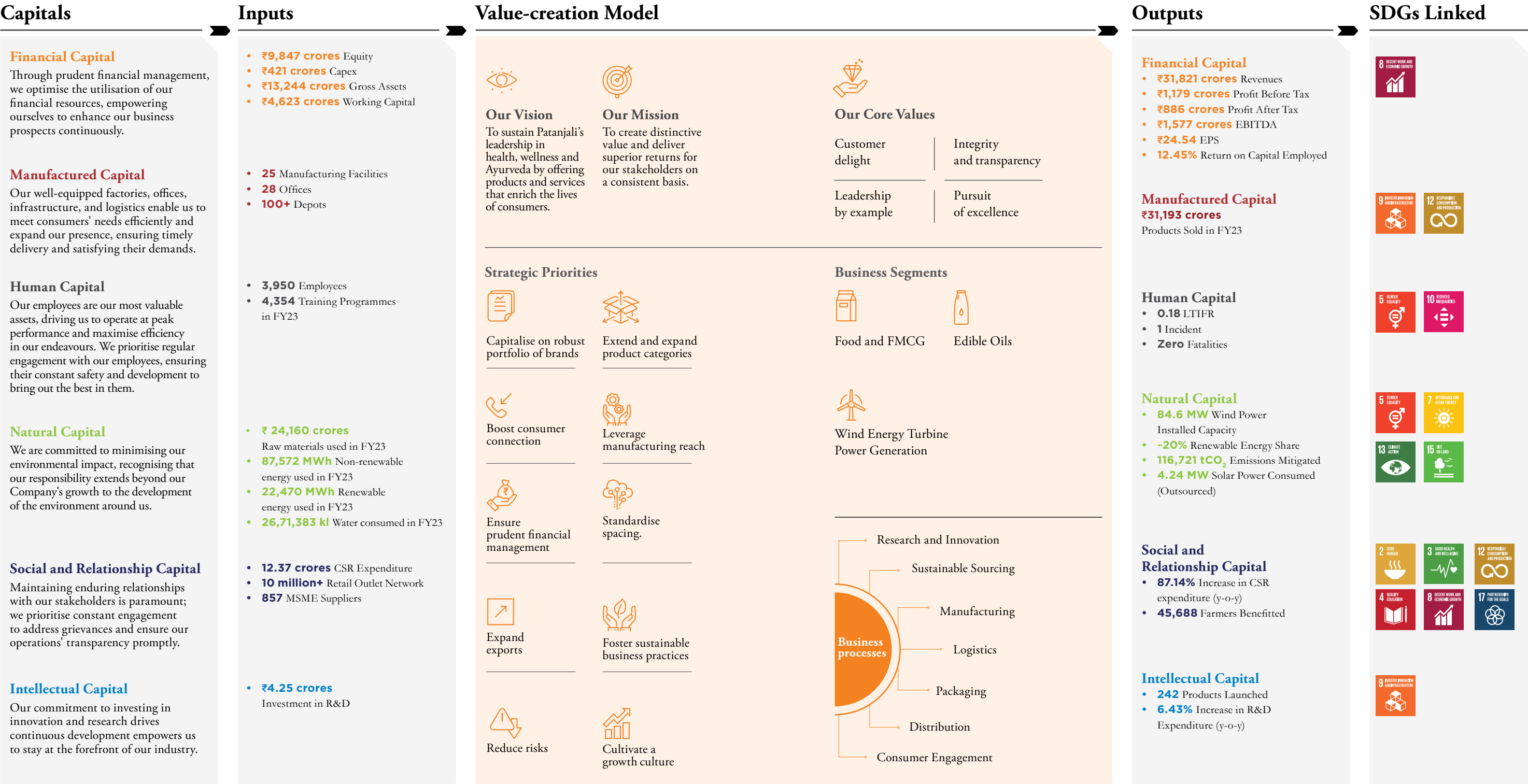
We have robust IT systems, firewalls and contingency measures. We conduct regular employee training exercises on data security protocols to ensure preparedness for potential cyber threats.

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Business Model

Creating Value
across our Capitals

Our Company delivered exceptional results enabled by the efficient utilisation of our resources. We achieved strong growth, generated significant stakeholder value and positively impacted all our capitals.



Stakeholder Engagement

Building Strong Relationships

Stakeholder engagement is a crucial priority for us as it enables us to gain valuable insights into our stakeholders' perspectives, concerns and expectations. Through surveys, interviews, focus groups and regular interactions, we seek feedback from customers, suppliers, employees, local communities, investors and other relevant parties. This engagement process helps us identify material topics crucial to our business and the communities we impact, allowing us to align our strategies and initiatives accordingly.

Our Stakeholder Engagement Process

Stakeholder Mapping

We conduct a comprehensive stakeholder mapping exercise to identify the key individuals, groups and organisations directly or indirectly interested in our business. These stakeholders include customers, employees, suppliers, investors, regulatory bodies, NGOs, local communities, and other relevant stakeholders.

Engagement Channels

We utilise various engagement channels to communicate with our stakeholders effectively. These channels include surveys, focus groups, one-on-one interviews, public consultations, social media interactions and feedback mechanisms on our website.

Listening and Feedback

We listen to our stakeholders' concerns and feedback. We encourage open and transparent communication to understand their expectations regarding our sustainability performance and responsible business practices.

Materiality Assessment

We conduct a materiality assessment evaluating the significance of various economic, environmental, social and governance topics to our business and stakeholders. This assessment helps us prioritise and focus on the most critical issues to our long-term success and stakeholder interests.

Our Stakeholders



Shareholders and Investors

We recognise the significant role of our shareholders and investors in our continued growth and success. We prioritise regular engagement with them to foster trust, transparency, and open communication, ensuring that their perspectives and interests get considered in our decision-making processes and that we maintain a robust and collaborative relationship.

Purpose of Engagement

- Consistent financial performance
- Future growth plans and strategies
- Fair and transparent Disclosure
- Dividend payments
- Growing market share
- Social and environmental responsibility

How We Engage

- Annual general meetings (AGMs)
- Investor conferences and roadshows
- Investor relations website
- Shareholder surveys
- One-on-one meetings



Employees and Workers

We firmly believe that our employees and workers are the cornerstone of our Company's achievements. They contribute to our success through their dedication and skills. We strive to establish and maintain a motivated and committed workforce through constantly engaging with them.

Purpose of Engagement

- Fair wages
- Career and skill development opportunities
- Performance appraisal and recognition
- Health, safety, and well-being
- Work-life balance

How We Engage

- Employee feedback mechanisms
- Regular town hall meetings
- Performance appraisals and development plans
- Employee recognition programmes
- Employee assistance programmes



Consumers

Our consumers' well-being is paramount; we prioritise their satisfaction and happiness. We constantly engage with our customers to understand their needs and preferences.

Purpose of Engagement

- Quality products
- Steady availability of a wide range of products
- Offering a wide range of natural products
- Transparent labelling and information

How We Engage

- Customer surveys
- Customer service and feedback channels
- Social media engagement
- Product sampling and test groups



Value Chain Partners

We recognise the importance of our suppliers, distributors, and retailers as crucial partners in our value chain. We actively engage with them to foster strong and collaborative relationships.

Purpose of Engagement

- Continuous assistance and support
- Transparent business practices
- Timely payments
- Sustainability and responsiveness

How We Engage

- Supplier and distributor workshops
- Partner surveys
- Regular communication
- Collaborative planning



Government and Regulatory Bodies

As responsible corporate citizens, we adhere to regulatory guidelines and build strong relationships with governmental and industry bodies. We regularly engage with government and regulatory bodies to maintain compliance and support policy initiatives.

Purpose of Engagement

- Compliance with laws and regulations
- Ethical business practices
- Supporting national initiatives

How We Engage

- Regulatory reporting and compliance
- Participation in industry forums
- Policy advocacy



Local Communities

We understand that our operations can have a significant impact on local communities. Therefore, we must engage with these communities to understand their needs, concerns, and aspirations.

Purpose of Engagement

- Livelihood opportunities
- Environmental responsibility
- Community development

How We Engage

- Community meetings
- Community development projects
- Environmental impact assessments
- Transparent communications

Materiality Assessment

Understanding our Critical Issues

We are committed to addressing material issues critical to our stakeholders and business. Doing so fosters transparency, builds trust, and creates a positive social and environmental impact. We identify and prioritise these material issues through continuous engagement with our stakeholders, aligning our efforts with their expectations and concerns.

Identifying Material Topics

We identify our material topics based on the follow criteria:



Relevance to Business Operations

We prioritise material topics that directly impact our operations and performance while also aligning with our core values and strategic objectives.



Stakeholder Concerns

During our stakeholder engagement process, we place significant importance on the issues stakeholders raise, as their perspectives help us better understand their needs and expectations, enabling us to address them more effectively.



Impact on Sustainability

We give special attention to topics with significant environmental, social and economic implications, as they are vital in achieving our sustainability goals and commitments.



Risk and Opportunity Analysis

We prioritise issues that present risks or opportunities to our business. Addressing risks helps us mitigate potential negative impacts while seizing opportunities allows us to create value for the Company and stakeholders.



Alignment with Global Agendas

We consider the relevance of material topics to global sustainability agendas, such as the United Nations Sustainable Development Goals (UN SDGs) and industry-specific frameworks.



Our Material Topics

Our robust stakeholder engagement and materiality assessment process has been instrumental in identifying and prioritising the key topics that drive our sustainability efforts. These material topics are the foundation for our sustainability strategy, guiding our decisions, setting meaningful targets and ensuring transparency as we work towards a more sustainable and responsible future.

M1

Supply Chain Resilience

Our supply chain significantly impacts our sourcing, production, and distribution processes. We rely on a diverse network of suppliers, distributors and logistics partners to ensure the smooth flow of raw materials and finished products.

M2

Economic Stability

Macroeconomic volatility is a significant concern for us. Shifts in the economic environment, such as changes in consumer spending, interest rates, and foreign exchange rates, can impact our financial performance and growth potential.

M3

Risk Identification and Mitigation

Risk management is a cornerstone of our approach to navigating challenges stemming from macroeconomic volatility.

M4

Effective Corporate Governance

Effective corporate governance is paramount to us as it is the foundation for our integrity, transparency, and ethical conduct.

M5

Consumer Engagement and Innovation

Consumer engagement and innovation are critical material issues for us, as they form the pillars of our sustained success in the competitive market.

M6

Nutrition Accessibility

Promoting sustainable and nutritious food options is integral to our social responsibility and commitment to creating a positive impact.

M7

Circular Practices and Waste Reduction

Embracing circular economy principles is a key material issue for us as it reinforces our dedication to environmental sustainability.

M8

Climate Resilience and Adaptation

Addressing climate-related risks helps us understand the significant impact climate change can have on our operations and supply chain.

M9

Compliance and Regulatory Adherence

Maintaining compliance with laws and regulations is crucial for us as it ensures the preservation of our reputation and uninterrupted business operations.

M10

Data Security and Privacy

Safeguarding sensitive data and ensuring robust information systems and cybersecurity is a material issue because of increasing digitisation and data-driven operations.

M11

Employee Well-being and Development

Fostering a supportive work environment and ensuring employee welfare and development are important material issues for us as they directly impact employee satisfaction and productivity.

M12

Quality Assurance and Product Safety

Maintaining high-quality standards and ensuring product safety directly impact consumer trust and brand reputation.

M13

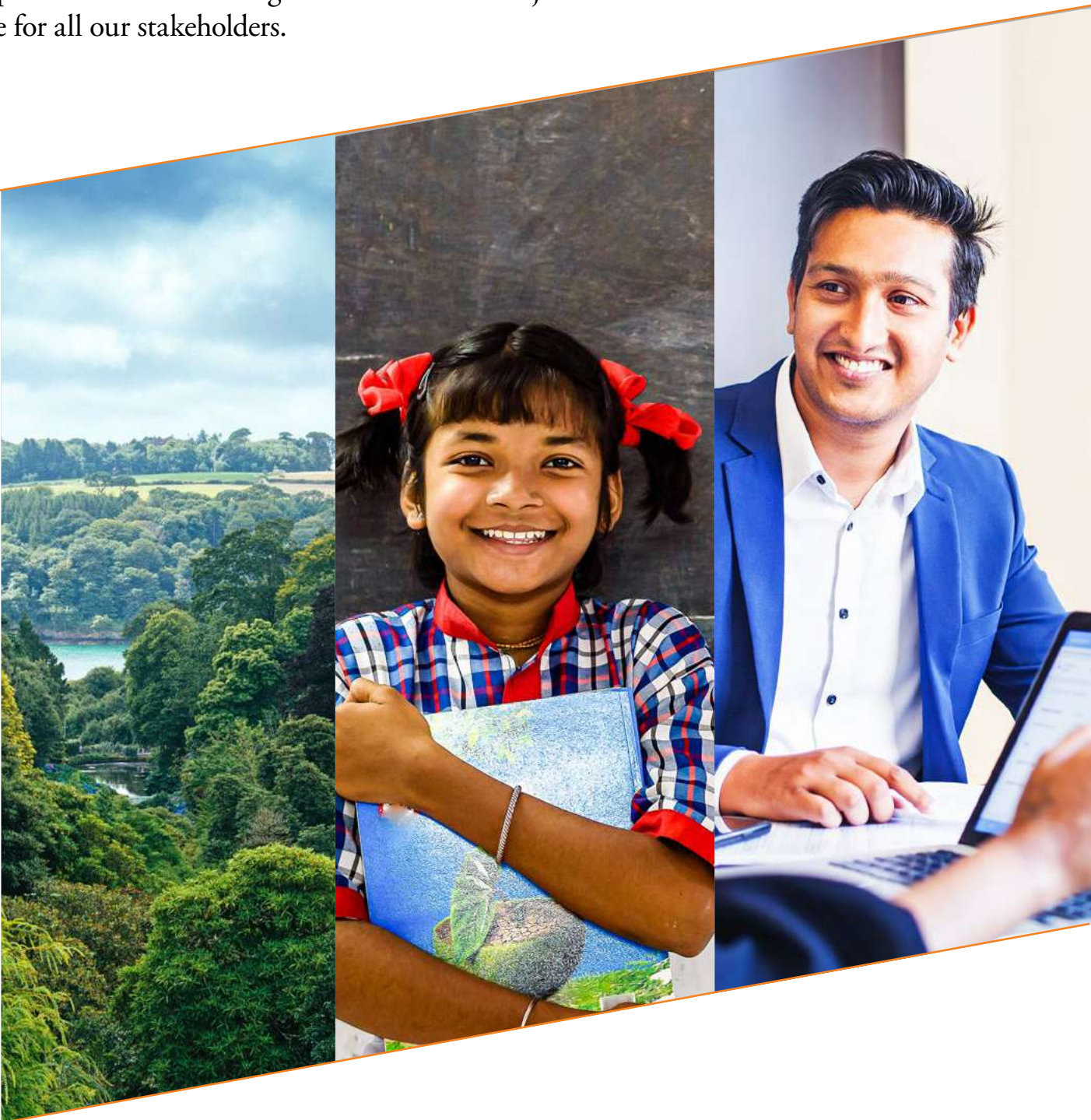
Ecological Footprint Reduction

Minimising environmental impact, including resource consumption and waste generation, is a material issue as it aligns with our commitment to environmental sustainability.

ESG Strategies

Our Strides towards
Holistic Value Creation

As a responsible corporate, we believe in generating value across environmental, social and governance (ESG) dimensions. We are actively undertaking comprehensive measures aligned with our ESG objectives to enhance the value for all our stakeholders.



Environmental KPIs

Renewable Energy Adoption

- Increase the share of energy sourced from renewable sources
- Increase the number of renewable energy projects
- Reduce greenhouse gas emissions

Sustainable Packaging

- Increase the use of packaging material derived from recyclable or biodegradable materials
- Reduce packaging waste
- Tighten leading

Water Conservation

- Reduce water consumption per unit of production
- Implement water recycling initiatives
- Tighten leading

Biodiversity Preservation

- Adopt sustainable land use practices
- Implement habitat restoration and conservation projects
- Engage in biodiversity conservation partnerships and initiatives



Social KPIs

Employee Welfare

- Improve employee satisfaction
- Improve employee turnover and retention rates
- Reduce health and safety incidence rates
- Provide training and development opportunities

Community Engagement

- Increase the number of community development projects
- Engage in more partnerships with local communities
- Undertake community feedback and satisfaction surveys
- Contribute to local employment and economic development

Responsible Sourcing

- Undertake supplier surveys
- Tighten leading
- Undertake regular supplier audits and assessments

Consumer Awareness

- Increase the number of educational campaigns and programmes
- Improve consumer awareness and understanding about sustainable food choices



Governance KPIs

Ethical Business Practices

- Comply with legal and regulatory requirements
- Improve code of conduct and similar policies
- Monitor and report ethical violations and concerns

Board's Diversity and Independence

- Undertake Board independence and composition assessments
- Evaluate Board effectiveness and decision-making capabilities

Stakeholder Engagement

- Undertake stakeholder satisfaction surveys
- Improve our response time and action taken on stakeholder concerns
- Tighten leading

Risk Management

- Identify and assess key risks
- Implement risk mitigation measures and controls
- Report and analyse incidents
- Improve business continuity planning and response effectiveness

Strategic Priorities and Progress

Prepared to Reach New Heights

Through our ten strategic levers, we position ourselves across the entire value chain to drive consistent growth and deliver value to all our stakeholders. These levers align with our focus on diversifying into the FMCG and healthcare segments. These levers provide a comprehensive framework to capitalise on market opportunities, address challenges and ensure our organisation’s long-term success and growth in the sectors.

1

Capitalise on Robust Brand Portfolio

Strategic investments in brands across our diverse business segments have proven pivotal in enhancing our brand portfolio. These deliberate investments have fortified our existing brands and enabled us to establish segment-specific brands, amplifying our consumer outreach and engagement.

KPIs

25
Manufacturing Plants

2

Extend and Expand Product Categories

Leveraging our robust R&D capabilities and comprehensive market research and analysis, we continuously explore new segments and product categories. This approach enables us to evolve with our consumers' changing preferences and demands, ensuring we proactively create and deliver optimal value.

KPIs

242
Products Launched in FY23

1

Acquisition in FY23

3

Boost Consumer Connection

We enhance the synergy with our distributor and retail network, guaranteeing consistent and smooth product availability across diverse channels. Moreover, we are actively broadening our market presence to encompass emerging territories, particularly in semi-urban and rural areas, where substantial growth opportunities exist.

KPIs

7,500+
Distributors

4

Leverage Manufacturing Reach

Quality assurance and streamlined supply chain operations form the crux of our approach, achieved through a dual strategy of cost optimisation and manufacturing precision. A blend of our in-house production capabilities and strategic partnerships for contract manufacturing facilitates this. Furthermore, we harness cutting-edge technology to optimise resources and elevate overall operational efficiencies systematically.

KPIs

857
MSME Supply Chain Partners

43

Contract Manufacturing Plants across India

5

Ensure Prudent Financial Management

We place paramount importance on upholding a lean balance sheet. This strategy revolves around a rigorous emphasis on cost efficiency, enabling us to streamline operations and judiciously manage our resources. Our commitment to a debt-free status and the pursuit of a positive net cash position underpins our financial ethos.

KPIs

11.07%
Return on Net Worth

Debt-Free

As of FY23

6

Focus on Digitisation

We understand the evolving needs of our consumers and the changing market landscape. By incorporating digital technologies, we aim to enhance our operations, improve customer experiences, and create value for all stakeholders. We embrace digital transformation in all aspects of our business, from supply chain management and marketing to customer engagement and data analytics.

KPIs

10,90,171
Registered Users on our Website

7

Expand Exports

We take pride in maintaining our leadership position in the exports of soya and its byproducts. We strive to improve our export presence continuously; we work tirelessly to offer our consumers a wide range of high-quality and innovative products worldwide.

KPIs

₹226 crores
Growth in Revenue from Exports

33

Countries of export presence

8

Foster Sustainable Business Practices

Our oil palm plantation and renewable energy ventures are crucial in maintaining ecological equilibrium and carbon sequestration, driving a more sustainable future. We also actively advocate sustainable practices within our supply chain and align ourselves to ESG principles.

KPIs

84.6 MW
Renewable Energy Installed Capacity

1,16,721 tCO₂
CO₂ Saved

9

Reduce Risks

We actively adopt best risk management practices to minimise exposure to market fluctuations and ensure stability in our operations. As part of our efforts to reduce import dependency, we have expanded oil palm cultivation in India. We aim to increase the cultivation area consistently from the current 63,816 hectares, thereby contributing to the country's self-sufficiency in edible oils.

KPIs

3.88 Million
Planting Material Available for Oil Palm Plantations

0.9 Million MT
Oil Palm Mills Capacity

10

Cultivate a Growth Culture

A growth culture begins with a mindset of continuous improvement and learning, where individuals and teams are encouraged to embrace challenges, innovate and push boundaries. We prioritise developing our employees' skills and capabilities, providing them with opportunities for growth and achievement.

KPIs

4,354
Employee Training Programmes

53,320

Total Training-hours

Focus on Premiumisation

Embracing Excellence

India's rising middle class and economic prosperity have increased consumer demand for premium products. Recognising this trend, we have strategically built an impressive portfolio of brands that positions us to capitalise on the market opportunities. Our strong presence across critical businesses has enabled us to establish trusted and recognised brands. To further strengthen our position in the industry, we continuously invest in developing new branded products that align with the evolving consumer preferences and demands.

₹24,300 crores

Revenues from Branded Sales

77%

Share of Revenues from Branded Sales

Nutrela as in FY23

Nutrela



Soya Chunks and Granules



Oils

Nutrela Nutrition



Sports



General



Medical

Know more about our products under Nutrela Health in the 'Business segments' chapter starting at [Page → 12](#)

Journey of Nutrela

We introduced the Nutrela brand three decades ago to achieve superior products. Today, it has achieved remarkable success, becoming a household name and a trusted choice for consumers in India. Our extensive product range under the Nutrela brand caters to various consumer preferences and needs. As our Company continues to expand, we are poised to launch more innovative products under the brand.

We prioritise consumer research to understand their evolving demands, enabling us to consistently provide them with products that meet their expectations consistently. We employ effective strategies to expand our market share and enhance brand visibility, such as collaborating with influencers who align with our values and brand image.

Improving Brand Visibility

Having strong brand visibility has been an imperative for the companies, specially in the current age of information and digitalisation. Acknowledging this, we are proactively moving forward while improving the visibility of our key brands.

In addition to having a strong and established 'Patanjali' brand, we are vigorously boosting the presence of both of our brands 'Nutrela' and 'Nutrela Nutrition'. Both the brand's have their dedicated websites and consumer engagement activities. On 'Nutrela' website, there is a large repository of culinary dishes that can be prepared using our Nutrela Soya Chunks and Granules. Link to access the website is also provided at the back of our consumer packs. While on the other hand, 'Nutrela Nutrition' has its own D2C websites and also has a strong social media presence appealing to the varied set of consumers across all the ages.

We are also making efforts to strengthen our rural presence for these brands. Making inroads to rural and remote areas, we resumed our 'Operation Thunder' Van operations in the key areas across India.

Taking giant leaps forward

Our Nutrela Nutrition product line is a blend of the principles of Ayurveda with modern medicine, aiming to enhance the overall well-being of our customers by promoting holistic health. Our thoughtful product curation prioritises consumer well-being. We have diversified across product categories to ensure we can provide nutritious value to a broader spectrum of individuals. As part of our strategic initiatives, we are rebranding Nutrela Nutrition and revamping our product portfolio to expand our market reach and better cater to our consumers' needs.

Choose **Nutrela's** Bio-Fermented, Natural & Organic

Superfoods for balanced nutrition

Get rid of Animal & Chemical based synthetic nutraceuticals



PATANJALI
Nutrela
SuperFood
FOR A SUPERFAST LIFE

SUPERFOODS

BOTANICAL EXTRACTS

SCIENTIFIC NUTRITION

3
IN ONE ADVANTAGE



Supports Vitality, Muscle Health, Mood Stabilizer, Hair & Nail Health



Improve Muscle Mass, Active Growth, Memory & Brain Development



Supports Immunity, Digestive Health, Bone & Joint Health, Muscle Health

India's most certified & Authentic nutrition



Website - www.nutrelanutrition.com; E-mail - wecare@nutrelanutrition.com; Phone - 18601800180
Available at All Patanjali Chikitsalyas, Patanjali Stores and all prominent stores near you

Focus on Premiumisation



New Products

We introduced a range of nutrient-rich products to augment the value we offer to our consumers. These innovative offerings combine essential nutrients with delightful flavours that are perfect for health-conscious consumers who crave tasty food in their diets

Nutrela MaaxMillets

As part of our strategic expansion, we have introduced millets under the ‘superfoods’ category. One of our key launches under this category is ‘Ragi Choco Cereals’, created with a unique blend of seven super grains – ragi, jowar, oats, wheat, rice, maize, and Bengal gram. This nutritious cereal is suitable for all ages and is consumable round-the-clock. By incorporating millets into our product portfolio, we aim to promote the consumption of these nutrient-rich grains and offer a delicious and wholesome option for our consumers.

Nutrela MaaxNuts

Leveraging Nutrela's strong brand identity as a superfood, we have introduced our premium range of branded dry fruits under the Nutrela MaaxNuts brand, including almonds, cashews, pistachios and walnuts. Recognising the growing trend in the superfood category, Nutrela remains committed to promoting good health, fostering customer loyalty and delivering high-quality products. To mitigate risks in the import-driven dry fruits industry, we have formed strategic partnerships with leading suppliers of almonds and pistachios internationally. Given our strong manufacturing and distribution capabilities, our dry fruits will pick up scale gradually.

7
Super Grains Involved

4
Product Categories



Nutrela Nutrition

Our diverse products under Nutrela Nutrition cater to a broad range of consumers. Through our focus on health, wellness and immunity-boosting, we serve health-conscious consumers with refined tastes.

Nutrela Sports

With the introduction of Nutrela Sports, we have entered the thriving Indian sports nutrition industry. We understand the importance of providing athletes and fitness enthusiasts with safe, genuine and performance-oriented products. We aim to offer comprehensive nutritional solutions that support their performance goals and contribute to their overall well-being. We carefully formulate each offering, whether protein supplements, energy bars, or other sports nutrition products, to deliver optimal results. Nutrela Sports aims to empower individuals to enhance their athletic performance, recover effectively, and maintain a healthy lifestyle.

6
Product Categories

19
SKUs

Nutrela Nutrition Product Portfolio



Sports

Sports Nutrition

Nutrela Sports Mass Gainer Malai-Kulfi	Nutrla Sports Mass Gainer French Vanilla	Nutrela Sports Whey Performance French Vanilla	Nutrela Sports Whey Performance Chocolate Irish	Nutrela Sports Whey Performance Malai Kulfi	Nutrela Sports Isoveda French Vanilla
Nutrela Sports Isoveda Chocolate Irish	Nutrela Spots Isoveda Malai-Kulfi	Nutrela Sports Daily Active 90 Capsule	Nutrela Sports Testobooster 90 Capsule	Nutrela Sports Organic Omega 3,6,7 & 9	



Actifuel

Vitamins & Minerals

Nutrela Daily Active Multivitamin	Nutrela Iron Complex Natural	Nutrela Vitamin B12 – 30 Veg Capsules	Nutrela Vitamin D-2K Natural – 60 Chewable Tablets
Nutrela Natural Spirulina Tablets	Nutrela Bone Health – Natural Calcium Supplement	Nutrela Organic Omega 3,6,7 & 9	



Superfoods

Kid's Health

- Nutrela Kids Superfood (Pack of 1)
- Nutrela Weight Gainer – Banana Flavour

Women's Health

- Nutrela Daily Energy – Organic B Complex Capsules
- Nutrela Daily Active Multivitamin
- Nutrela Weight Gain – Banana Flavour – 500g
- Nutrela Weight Gain Banana Flavour – 2kg
- Nutrela Diabetic Care

- Nutrela Women Superfood – Chocolate Flavour – 400g
- Nutrela Collagen Prash Advanced Anti-Ageing Formula for Men and Women – 400g
- Nutrela Slim Choice

Men's Health

- Nutrela Men's Superfood
- Nutrela Daily Energy – Organic B Complex Capsules
- Nutrela Daily Active Multivitamin
- Nutrela Weight Gain – Banana Flavour – 500g
- Nutrela Weight Gain Banana Flavour – 2kg
- Nutrela Diabetic Care
- Nutrela Men's Superfood
- Nutrela Collagen Prash Advanced Anti-Ageing Formula for Men and Women – 400g
- Nutrela Slim Choice

INTEGRATING Sustainability into the Business

We have always upheld a profound sense of accountability to all our stakeholders, particularly regarding our environmental responsibility. We have integrated sustainability into our business practices wherever possible to mitigate our environmental impact through our focus on optimal land utilisation to combat deforestation and preserve biodiversity.

Navigating the Oil Palm Plantation industry is formidable due to its extended gestation period. Nonetheless, our success story gets a boost from the Indian Government's initiatives to bolster domestic edible oil production, coupled with our vertically integrated operations. This triumph extends to the farmers associated with us and is not confined to our organisation alone, as we work in tandem to enhance their livelihoods. Our relationships with esteemed suppliers have proven instrumental in our operations, granting us command over the supply chain and empowering us to set significant milestones while embracing innovative approaches to achieve them. Furthermore, we consistently incorporate cutting-edge technologies like geotagging to maximise the efficiency of our operations.



63,816 ha

Palm Cultivation Area

171

Farmer Information cum
FFB Collection Centers



Financial Capital

Ensuring Steady Financial Growth

Highlights of FY23

31.04%

Increase in Revenues (y-o-y)

9.94%

Increase in Profit After Tax (y-o-y)

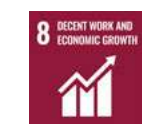
291.57%

Increase in Net Worth (y-o-y)

₹24.54

Earnings Per Share

SDGs Aligned



In the fiscal year at PFL, the primary focus has been leveraging financial capital to drive sustainable growth while maintaining a economic prosperity. It is noteworthy to highlight that in this current year, we have successfully achieved a debt-free status. Our commitment remains steadfast in pursuing our objectives through implementing strategic investment strategies and the practice of sound financial management.

Strategies Connected

- 1 Capitalise on our robust portfolio of brands
- 2 Extend and expand product categories
- 5 Ensure prudent financial management
- 7 Expand exports
- 9 Reduce risks

Capitals Impacted

**Manufactured Capital**

Improved infrastructure and manufacturing capabilities

**Human Capital**

Better employee retention

**Intellectual Capital**

Accelerated product development

**Natural Capital**Improved renewable energy mix
Reinforced waste reduction practices**Social and Relationship Capital**

Enhanced value for communities

Material Topics Impacted

- M2 Economic stability
- M3 Risk identification and mitigation

Financial Capital

Incredible Financial Performance

In the past few years, we have achieved exceptional financial performance. Our total revenue in FY2023 exceeded ₹31,000 crores, representing a growth of ~31% compared to the previous year. This remarkable surge in revenue is a significant milestone, underscoring a growth trajectory achieved through the successful acquisition that has completely rejuvenated our operations. Our focus on efficient cost management has contributed to an increase in profit after tax of 9.94%, enabling us to streamline our operations. We prioritise optimisation across our processes, including our supply chain and production processes, to maximise efficiency and enhance financial performance.

Robust Investment Strategy

Our investment strategy aligns with our long-term aspiration to become a more sustainable entity. We understand the significance of making strategic investments that support our growth objectives, minimise risks and maximise value creation. We carefully evaluate our investment decisions to ensure they align with our core values and contribute to our overall business goals. Furthermore, we prioritise investments that promote sustainable practices, innovation and the developing of high-quality products.

Investing in Product Capabilities

We place great emphasis on continuously enhancing our product capabilities to meet the evolving needs of our customers. We consistently invest in modernising and expanding our manufacturing facilities to achieve this. By integrating the latest technologies and equipment, we aim to improve cost efficiencies and maintain high-quality standards throughout our production processes. We also prioritise expanding our distribution network. This approach enables us to cater to the diverse needs of our customers and strengthen our brand visibility in various markets. Investing in research and development (R&D)² is another critical focus area for us.

₹4.25 crores

Investments in R&D

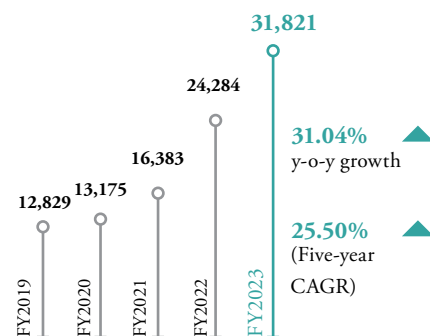
Economic Value Added (in ₹ crores)

Particulars	FY23	FY22	FY21	FY20
Revenue generated (including other income)	31,821	24,284	16,383	13,175
Economic value distributed	30,711	22,983	15,197	12,681
Operating cost	29,948	22,523	15,213	12,542
Employee benefit	278	186	140	153
Payment to capital providers	181	-	-	-
Direct tax paid	293	268	(166)	(14)
CSR expenditure	12	7	10	-
Economic value added	1,110	1,301	1,186	494

Financial Highlights

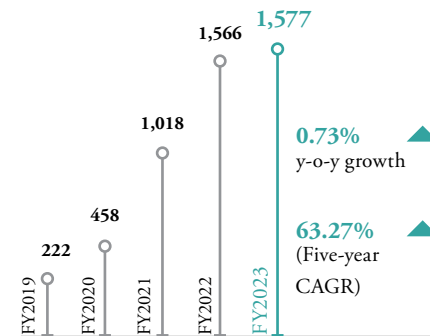
Revenues

(in ₹ crores)



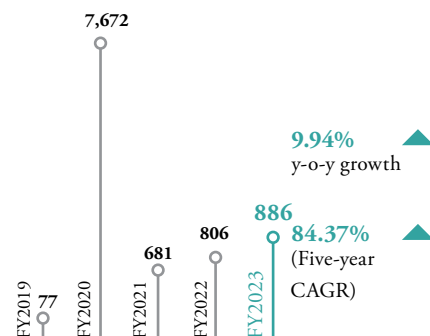
EBITDA

(in ₹ crores)



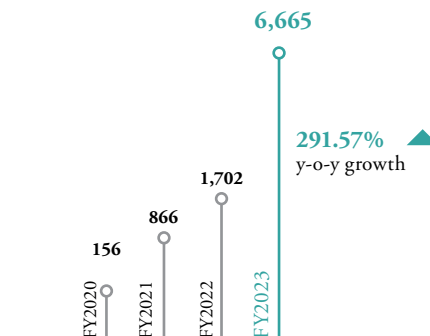
Profit After Tax

(in ₹ crores)



Net Worth

(in ₹ crores)



Prudent Financial Risk Management

We recognise the importance of effective financial risk management in protecting the interests of our stakeholders. We have implemented robust systems and processes to identify, assess and mitigate financial risks that could impact our business. Market risk is carefully monitored and managed by evaluating market conditions, including changes in commodity prices, currency exchange rates and interest rates. We employ hedging strategies, such as forward contracts and derivatives, to mitigate the potential impact of market fluctuations on our financial position.

Focusing on credit risk, we maintain a diversified customer base and conduct thorough credit assessments to minimise the risk of non-payment or default. We establish appropriate credit limits and actively monitor receivables to ensure timely collection and maintain healthy cash flow. Furthermore, we proactively conduct regular internal

audits to identify and mitigate potential risks while ensuring compliance with regulatory mandates.

[Read more on page → 38](#)

Transparency and Accountability

We strongly emphasise transparency and accountability in our financial reporting practices. We adhere to generally accepted accounting principles and ensure the accuracy and reliability of our financial statements through regular external audits conducted by reputable auditing firms. We publish our annual reports and quarterly statements promptly, providing stakeholders with a clear and detailed view of our financial performance and position. These reports are easily accessible to investors, analysts and other interested parties through our website and other communication channels. Furthermore, we actively engage with our stakeholders through various means to foster transparency and open communication.

Outlook

Our commitment to sustainable growth and value creation drives our strategic decisions. We dedicatedly expand our product portfolio, enhance our distribution channels, and explore new markets within India and globally. We recognise the importance of maintaining robust financial health as the foundation for long-term success. We strive to allocate resources efficiently and effectively through responsible financial management practices. We continuously monitor and manage financial risks to protect our stakeholders' interests and safeguard our business's sustainability.

A Financial Turnaround

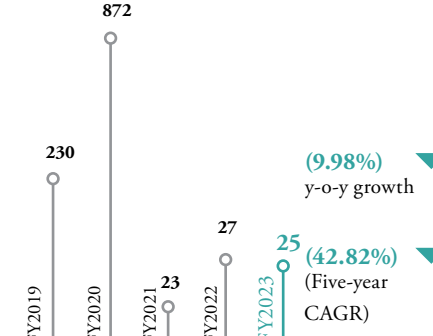
Our organisation has undergone a notable transformation in line with our commitment to promoting health and wellness through Ayurveda. Despite initial financial challenges and significant debt burdens, we have successfully rejuvenated our business operations through strategic initiatives. A crucial initiative involved debt restructuring, in which we collaborated proactively with financial institutions to alleviate our debt burden. This approach has enabled us to regain financial stability and fortify our position in the market.

Operational efficiency became a critical focus area. We implemented measures to optimise operations, improving productivity and reducing costs. These measures enhanced efficiency and translated into increased profitability, laying the foundation for our sustainable growth. In addition, we successfully diversified our product portfolio to meet consumers' evolving preferences. We have strengthened our market competitiveness and extended our customer base by introducing a comprehensive range of healthcare products.

These strategic efforts have yielded significant results, with the primary achievement being the complete repayment of debt totalling ₹2,925 crores. This accomplishment showcased our commitment to financial resilience and sustainable growth and emerged as a trusted brand that resonates with consumers.

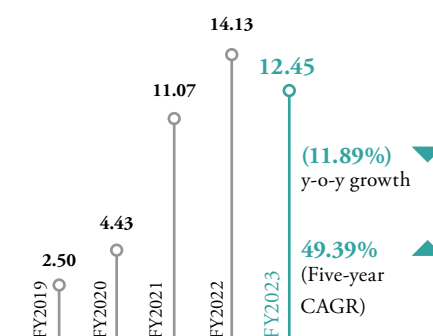
Earnings Per Share

(in ₹)



Return on Capital Employed

(in %)



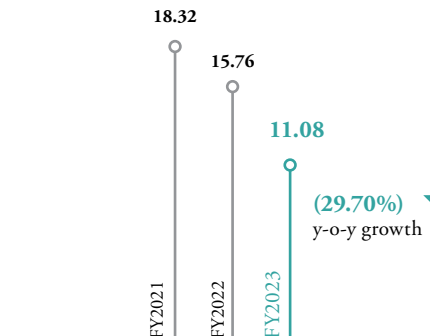
Debt-equity Ratio

(in %)



Return on Equity

(in %)





Manufactured Capital

Maximising our Manufacturing Capabilities

Our physical assets, infrastructure and technological capabilities are essential in achieving our business objectives. They play a vital role in our operations, production, distribution, and overall growth. Maximising the utilisation of these assets is crucial for our success.

Strategies Connected

- 4 Leverage manufacturing reach
- 6 Focus on digitisation
- 7 Expand exports
- 8 Foster sustainable business practices
- 9 Reduce risks

Capitals Impacted



Financial Capital
Boosted revenues and profitability



Human Capital
Improved health and safety
Enhanced employee skills and output



Intellectual Capital
Increased productivity



Natural Capital
Reduced emissions
Lowered waste



Social and Relationship Capital
Uplifted local economies

Highlights of FY23

857

MSME Supply Chain Partners

₹4,905 crores

Tangible Gross Block

14

Leading Brands

SDGs Aligned



Material Topics Impacted

- M1 Supply chain resilience
- M3 Risk identification and mitigation
- M4 Effective corporate governance
- M5 Consumer engagement and innovation
- M9 Compliance and regulatory adherence
- M12 Quality assurance and product safety

Manufactured Capital

Establishing an Efficient Supply Chain

Efficient supply chain management is a cornerstone of any manufacturing operation. We work closely with our suppliers and partners to establish a reliable and sustainable supply of raw materials. We prioritise collaborating with suppliers who share our commitment to responsible sourcing practices, quality assurance and social and environmental responsibility. We closely monitor and optimise inventory levels, transportation routes and logistics through robust supply chain management systems to minimise waste, reduce carbon emissions and enhance overall operational efficiency. Furthermore, we actively engage with our suppliers to improve traceability and transparency, ensuring that our raw materials meet our stringent quality and sustainability standards.



857

MSME Supply Chain Partners

Infrastructure and Facilities

We prioritise strategic investments in modern and efficient infrastructure to support our operations and meet the increasing demand for our products. We have equipped our state-of-the-art manufacturing facilities, warehouses, and distribution centres with advanced machinery and technology. These investments enable us to maintain high product quality, improve operational efficiency and ensure timely product delivery to our customers. We have designed our facilities to comply with international safety, hygiene and quality standards. We embrace sustainable design and construction practices, integrating energy-efficient systems and environmentally friendly materials.

14

Leading Brands

Robust Growth since FY2020

FY2020

FY2023

Zero

Contract Manufacturing Plants across India

23

Process Manufacturing Plants across India

53,981

 ha

Oil Palm Plantations across India

85.2

 MW

Wind Power Installed Capacity

43

Contract Manufacturing Plants across India

25

Process Manufacturing Plants across India

63,816

 ha

Oil Palm Plantations across India

84.6

 MW

Wind Power Installed Capacity

Maintenance and Asset Management

Proper maintenance and asset management play a vital role in maximising the longevity and effectiveness of our manufactured capital. We have implemented comprehensive maintenance programmes to ensure the optimal functioning and safety of our machinery, equipment and facilities. We carry out regular inspections, preventive maintenance measures and timely repairs to minimise downtime and maximise the performance of our assets. We also provide our employees with ongoing training and development opportunities, equipping them with the necessary technical skills and knowledge for equipment operation, maintenance and safety procedures.

₹4,905

 crores

Tangible Gross Block

Continuous Improvement through Adaptation

We recognise the importance of staying ahead in a dynamic business environment and actively encourage our employees to contribute to process optimisation, technological advancements and sustainability initiatives. We value the input and insights of our employees, customers and stakeholders. We gather valuable perspectives and ideas for improvement through open communication channels, feedback mechanisms and regular engagement. We foster a collaborative work environment where different teams and departments share knowledge, exchange ideas, and work towards common goals.

Outlook

We harness innovative technologies, embrace sustainable practices and foster collaborations with our partners to optimise our physical assets and capabilities. By effectively managing and enhancing our manufacturing infrastructure, equipment and resources, we strive to deliver products of the highest quality. We engage in transparent and responsible business practices, working

closely with our suppliers, distributors and stakeholders to foster long-term relationships and create shared value. We are committed to delivering superior products, sustaining our competitive advantage and generating long-term value for our stakeholders through effective management and enhancement of our manufactured capital.

Ensuring Top-notch Quality

We are relentlessly enhancing our products' quality as it is at the heart of our operations. Our ongoing efforts to upgrade our manufacturing facilities have enabled us to obtain crucial certifications that validate the excellence of our products. We put much effort into improving our products' quality so that our consumers lead a nutritious life.

Our Certifications



ISO 9001:2015 – QMS



Kosher



ISO 22000:2018 – FSSC



ISO 45001:2018 – OHSAS



Halal



FSSAI



HACCP – Food Safety



FoodChain ID4



EMS – ISO 14001:2015



GMP+ Feed Safety Assurance Certification



Human Capital

Fostering the Growth of our Workforce

Highlights of FY23

3,925
Employees

53,320
Training-hours

1,368
Workers

SDGs Aligned



Our employees are the backbone of our success. As our human capital, their knowledge, skills, and well-being are paramount to us. We prioritise nurturing and developing them, fostering a positive work culture, and ensuring their well-being and growth.

Strategies Connected

- 6 Focus on digitisation
- 10 Cultivate a growth culture

Capitals Impacted

 **Financial Capital**
Reduced recruitment and training expenses

 **Natural Capital**
Conserved natural resources

 **Manufactured Capital**
Maximised asset usage
Optimised asset performance

 **Social and Relationship Capital**
Forged positive workplace relationships
Improved teamwork and collaboration

 **Intellectual Capital**
Enhanced organisational learning

Material Topics Impacted

- M10 Data security and privacy
- M11 Employee well-being and development

Human Capital

Employee Development and Training

We believe in investing in our employees' growth and providing ample opportunities to enhance their skills and knowledge. Our employees' knowledge, skills and capabilities form our human capital. Nurturing, we believe that nurturing these is the only way forward for a more wholesome and innovative work environment. We have designed our comprehensive training programmes to support their professional development, covering various areas such as technical skills, leadership, communication and problem-solving.

We ensure our employees can access the best learning resources through in-house training sessions and external partnerships with reputed institutions. We also encourage a culture of continuous learning, empowering our employees to take ownership of their development journey. They have access to e-learning platforms, workshops, seminars and conferences, enabling them to stay abreast of industry trends and emerging technologies.

4,354
Training and Development Programmes in FY23

9
Virtual Trainings held in FY23

53,320
Total Training-hours



Diversity and Inclusion

Diversity and inclusion are core values that shape our work culture. A diverse workforce brings unique perspectives, experiences, and ideas that drive innovation and creativity. We are committed to providing equal-pay opportunities to all individuals, regardless of their background and promote diversity through fair hiring practices and equal pay policies. We aim to create an inclusive workplace where all employees feel valued, respected, and empowered to contribute their best. We actively implement diversity and inclusion initiatives, such

as employee resource groups, mentoring programmes and awareness campaigns, to foster a sense of belonging and collaboration among our teams.

134
Female Employees

70
Female Workers

Health and Well-being

The health and well-being of our employees are of utmost importance to us. We are committed to providing a safe and healthy work environment that complies with all health and safety regulations. Regular assessments, risk management and training ensure the physical well-being of our employees. We also recognise the significance of mental and emotional well-being. Our employee wellness programmes focus on stress management, work-life balance, and mental health support. Initiatives such as counselling services, mindfulness programmes, and promoting healthy work-life integration contribute to their overall quality of life.

1
Injuries Sustained by Employees in FY23

Zero
Work-related Fatalities in FY23

50.25%
Annual Growth in Employee Count

Employee Engagement and Recognition

We understand the importance of constantly engaging with our employees in driving our organisation's success. Our culture revolves around fostering employee engagement through transparent communication, regular feedback and involving employees in decision-making processes. We encourage an open-door policy where employees can freely voice their ideas, concerns, and suggestions. Recognising and rewarding employee contributions is another vital aspect of our engagement strategy. We offer performance-based incentives, recognition programmes and opportunities for career development to motivate our employees and foster a culture of excellence and continuous improvement.

Supportive Work Environment

We believe fostering a culture of encouragement and talent development is instrumental in cultivating a strong and capable workforce. We provide an enriching work environment which enables our employees to thrive individually and contribute meaningfully to our collective organisational goals. By consistently supporting and nurturing their abilities, we ensure our employees can flourish and harness their talents to drive our Company's mission.



Work-Life Balance and Flexibility

We prioritise the well-being of our employees by recognising the significance of work-life balance. We promote a healthy integration of work and personal life to create a supportive work environment. When employees manage their commitments and responsibilities, they can maintain their well-being and achieve greater job satisfaction.

We are committed to a work-life balance that extends beyond policies and initiatives. We encourage a culture that respects and values employees' time and boundaries, ensuring they can thrive professionally and personally. By fostering work-life balance, we enable our employees to be more motivated, energised, and focused, ultimately contributing to the success and growth of our organisation.

Outlook

We understand the significance of nurturing our human capital as the foundation of our success. Our employees are our greatest asset, and by investing in their growth and well-being, we foster a positive work culture that thrives on innovation, collaboration, and excellence. Through continuous learning initiatives, we empower our employees with the knowledge and skills they need to excel in their roles and contribute to our Company's growth. Furthermore, we place immense importance on the well-being of our employees. By offering wellness programmes, flexible work arrangements and a supportive environment, we ensure our employees can maintain a healthy work-life balance and fulfil their personal and professional aspirations.



Intellectual Capital

Sustained Growth through Innovation

Our Company acknowledges the significance of intellectual capital in propelling innovation, knowledge creation and sustainable growth. We define intellectual capital as our organisation's collective knowledge, expertise, intellectual property, and innovative capabilities. We strategically manage and utilise our intellectual capital to stimulate innovation, enhance competitiveness and establish enduring value for our stakeholders.

Strategies Connected

- 2 Extend and expand product categories
- 3 Boost consumer connection
- 6 Focus on digitisation
- 10 Cultivate a growth culture

Capitals Impacted



Financial Capital
Diversified revenue share
Improved revenue mix



Manufactured Capital
Scaled manufacturing efficiency
Enhanced quality



Human Capital
Increased product development



Natural Capital
Reduced ecological footprint



Social and Relationship Capital
Gathered practices and learnings from various stakeholders

Highlights of FY23

₹4.25 crores
R&D Expenditure

242

Products Categories

16

Labs across Facilities

SDGs Aligned



Material Topics

- M5 Consumer engagement and innovation
- M6 Nutrition accessibility
- M7 Circular practices and waste reduction
- M9 Compliance and regulatory adherence
- M12 Quality assurance and product safety

Intellectual Capital

Knowledge Management

Recognising the critical role of knowledge management in our organisation's success, we have prioritised capturing, organising and disseminating valuable knowledge and expertise. We have implemented robust systems and processes to facilitate knowledge sharing and collaboration. Our internal communication channels, cross-functional teams and communities of practice serve as platforms for exchanging ideas, best practices and lessons learned. Furthermore, we foster a culture of continuous learning and knowledge sharing, tapping into the collective intelligence of our employees.



Innovation

We have ingrained innovation in our business strategy at PFL. We prioritise R&D investments to drive product innovation, refine existing formulations and introduce new offerings that align with our customer's changing preferences. Our R&D efforts centre around improving taste, nutritional value, sustainability and product differentiation. We actively cultivate a culture of innovation by promoting a spirit of experimentation, providing dedicated resources for R&D endeavours, and rewarding inventive ideas. Collaboration is a pivotal aspect of our innovation approach. We also seek partnerships with esteemed research institutions, universities, technology providers and industry experts to harness external knowledge and expertise.

Robust R&D

We manufacture 500+ SKUs of food products and nutraceutical supplements at our manufacturing facilities across the country. We have equipped our manufacturing facilities with world-class manufacturing and analytical instruments. We undertake research and development (R&D) activities at our new product development (NPD) lab. Our team has dedicated scientists who work tirelessly to ensure we can develop new products in this lab.

Product Development Activities

Identification of new products

New raw materials

Product performance study

Product efficacy and safety audit

Shelf-life study

Intellectual property rights (IPR)

₹4.25 crores
R&D Expenditure

500+
SKUs Launched

3
Millet-based Products in the Pipeline

Comprehensive Research

Product innovation	Cost reduction	Price-value proposition	Customer focus

242

Products Launched

3

New segments Introduced since FY19

Partnerships and Collaborations

We believe in the power of partnerships to unlock the full potential of our intellectual capital. Collaborating with research institutions, universities, technology providers, and industry experts is not just a strategy for us; it's a way of thinking and thriving. By joining forces with external entities, we transcend the boundaries of our expertise and gain access to a wealth of specialised skills and cutting-edge technologies. This creative fusion of ideas sparks innovation that permeates our entire value chain.

Outlook

We believe continuous learning and professional development are crucial for cultivating a skilled and innovative workforce. By nurturing a culture of innovation and collaborating with external partners, we leverage our intellectual capital to stay ahead across our business segments. We prioritise protecting intellectual property and investing in employee development to drive competitive advantage and deliver sustainable solutions catering to our customer's ever-changing needs.



Intellectual Capital

Emphasis on Digitisation

Our digital initiatives strongly support our pursuit of value enhancement. By leveraging cutting-edge technologies, dedicatedly build a comprehensive digital ecosystem that fosters seamless connections within our organisation and with our diverse stakeholders.



Digital Platforms

We actively engage on social media platforms to strengthen our digital footprint by connecting and interacting with a broader audience.



Order Me

Our Order Me application enhances customer satisfaction and represents one of the many initiatives we have undertaken to improve and better meet consumer needs continually.



IT Capabilities

In an ever-evolving and automated landscape, we continuously bolstered our IT capabilities and automation to enhance overall efficiency and better cater to the dynamic demands of consumers.



BPOS

BPOS has facilitated the seamless tracking of secondary sales and sales at the retailer level, enabling us to gain insights into market trends, consumer preferences and demand patterns.



B-FORCE

We deployed B-FORCE for sales automation, which has been instrumental in streamlining our operations from attendance management and expense tracking to handling customer complaints, payments and target management.



Advanced Version of SAP

We upgraded to an advanced version of SAP to enhance our digital security. This initiative has provided a more robust and secure framework for our organisation.

Geotagging

We launched the iAgro – GEO TAG project, which involves the geotagging of land parcels within our palm plantation, enabling us to gain improved access to FFBs and facilitate the periodic capturing of essential field data, including, images and videos. This innovative approach strengthens our supply chain management empowers us to provide higher-quality products. We have gained expertise and valuable experience over the years through the implementation of geotagging.

Key uses:



Mapping

We diligently capture GPS coordinates of each farmer's land parcels and their boundaries, seamlessly integrating this information into our crop management system. This integrated system allows us to maintain real-time updates on the present plant population of every individual farmer.

Crop Management

We gather extensive data, including tree counts, fertiliser usage and other pertinent field information, which we then utilise to enhance our irrigation practices. This data-driven approach facilitates the optimisation of our irrigation processes and empowers us to implement an intelligent query and analysis system.



Natural Capital

Balancing Progress and Preservation

As stewards of nature, we hold the essence of natural capital close to our hearts, acknowledging the very foundation on which our business thrives. Our dedication to sustainability lies at the core of our operations, and we embrace the responsibility of preserving and nurturing the precious natural resources we depend upon. We strive to be environmental champions, ensuring responsible management of our natural capital and continuously seeking innovative ways to reduce our ecological footprint.

Strategies Connected

- 8 Foster sustainable business practices

Capitals Impacted



Financial Capital
Lowered raw material costs leading to improved margins



Manufactured Capital
Ensured continual raw material availability



Intellectual Capital
Accelerated scientific discoveries and innovation



Human Capital
Enhanced health of employees



Social and Relationship Capital
Offered more opportunities for recreation and social bonding

Highlights of FY23

~20%

Share of Renewable Energy

116,721 tCO₂

CO₂ Mitigated

84.6 MW

Wind Power Installed Capacity

4.24 MW

Solar Power Consumed (Outsourced)

SDGs Aligned



Material Topics

- M3 Risk identification and mitigation
- M8 Climate resilience and adaptation
- M13 Ecological footprint reduction

Natural Capital

Preserving Ecosystems and Biodiversity

Our aspirations transcend business success; it encompasses a profound responsibility towards our planet. We recognise that safeguarding the health of our planet is paramount to our long-term prosperity. As environmental stewards, we march forward with unwavering dedication to preserving ecosystems and protecting biodiversity, knowing that our actions today shape the world of tomorrow. We embrace sustainability as a driving force, weaving it intricately into the fabric of our operations. From the farms that nurture our ingredients to the kitchens that craft our products, we diligently work to minimise our ecological footprint at every step.



Water Stewardship

Committed to responsible water management, we strive to conserve water through judicious consumption, recycling and adopting cutting-edge technologies that elevate efficiency and reduce our water footprint. We reach out to the hearts of local communities and beyond. By fostering meaningful partnerships with local authorities, NGOs, and stakeholders, we orchestrate water conservation initiatives that ripple outward, embracing the spirit of collective action.

26,71,383 kl
Water Consumed

63,816 ha
Drip Irrigation in Palm Oil Plantations across India



Climate Action and Greenhouse Gas Emissions

We embrace our responsibility in the fight against climate change, recognising the urgency of reducing greenhouse gas (GHG) emissions across our value chain. Our dedication to sustainability leads us to invest in cutting-edge energy-efficient technologies, renewable energy sources and process optimisations to curb our carbon footprint. Through prudent energy management, we proactively seek ways to reduce our reliance on fossil fuels and

transition towards cleaner alternatives. As stewards of our environment, we set measurable targets for GHG emission reductions and diligently track our progress to ensure we remain aligned with our goals.

1,16,721 tCO₂
CO2 Mitigated

Waste Management and Circular Economy

Our commitment to environmental stewardship extends to waste management and promoting a circular economy. We have embraced comprehensive waste management practices prioritising waste reduction, reuse, recycling and responsible disposal. Moreover, we recognise the importance of product innovation and sustainable packaging in our quest for waste reduction. By exploring eco-friendly and optimised packaging solutions, such as biodegradable or recyclable materials, we strive to minimise our environmental impact and contribute to a more sustainable future. We are also working towards enhancing our plastic waste management and improving the amount of plastic waste reused and recycled.



155 MT
Waste Reused in FY23

69,529 MT
Waste Recycled in FY23

Renewable Energy

Transitioning to renewable energy sources is critical to our environmental efforts. We have undertaken significant investments in renewable energy infrastructure to decrease our reliance on fossil fuels and reduce greenhouse gas emissions. By installing solar panels and wind turbines at multiple locations, we generate clean, renewable energy on-site, contributing to our overall energy needs and helping to offset our carbon emissions. In addition to on-site renewable energy generation, we actively collaborate with providers to source clean energy for our operations. Engaging in power purchase agreements

(PPAs) with reputable renewable energy companies ensures a reliable supply of renewable electricity.

84.6 MW
Wind Power Installed Capacity

30%
Input Materials Sourced from MSMEs/Small Producers



Natural Capital

Diversifying our Renewables Mix

We are expanding our renewable energy portfolio by capitalising on our existing wind energy capacity and solar energy generation. Our strategic objective is to further diversify our renewable energy sources, with a strong emphasis on increasing their contribution, thus fostering sustainable and environmentally-conscious energy production in the foreseeable future.

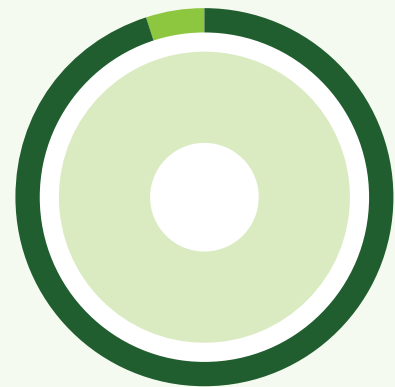
84.6 MW

Wind Power Installed Capacity

4.24 MW

Solar Power Consumed (Outsourced)

Renewable Energy Mix



- Wind Generation Capacity : 95
- Solar Generation Capacity : 5



Energy Efficiency

We have ingrained sustainability in our business approach. We significantly emphasise energy efficiency and conservation methods alongside our investments in renewable energy sources. Through regular energy audits, we proactively identify opportunities for improvement and deploy energy-efficient technologies and practices throughout our operations. Our commitment to energy efficiency encompasses various facets of our organisation, from manufacturing processes to office spaces.

We strive to build a resilient and environmentally responsible business model by combining renewable energy with energy efficiency and conservation efforts. Our dedication to responsible energy management lowers our environmental footprint and enhances cost-effectiveness and operational efficiency.

22,470 MWh

Wind and Solar Energy Consumed

Outlook

Our continued success allows us to increase our efforts to mitigate our environmental impact and promote sustainable practices. We are committed to allocating more resources to drive positive change and make a meaningful difference for the planet. With each step forward, we actively seek opportunities to reduce our carbon footprint, conserve natural resources and promote eco-friendly innovations.

As we evolve, we embrace the challenges and opportunities that come our way, knowing that by acting responsibly, we can create a lasting and positive impact on the environment for generations to come.



Social and Relationship Capital

Collaborating to Drive Holistic Growth

As responsible corporate citizens, we strive to impact society positively. This section outlines our comprehensive approach to social responsibility, stakeholder engagement, employee well-being, and community development. We prioritise social responsibility initiatives that align with our values and have a meaningful impact on the lives of our stakeholders. We actively engage with our stakeholders through open and transparent communication to understand their needs, concerns, and aspirations. Additionally, we actively participate in community development initiatives, aiming to uplift the communities in which we operate and create a positive socioeconomic impact.

Strategies Connected

- 8 Foster sustainable business practices
- 10 Cultivate a growth culture

Capitals Impacted



Financial Capital
Leveraged collaborative economic activities to improve margins



Manufactured Capital
Forged joint partnerships to enhance productivity



Intellectual Capital
Established collaborations and partnerships to foster knowledge sharing



Human Capital
Catalysed skill development by strengthening social connections



Natural Capital
Undertook collective actions towards protection of natural resources and ecosystems

Highlights of FY23

87.14%

Increase in CSR expenditure (y-o-y)

45,688

Farmers Uplifted

171

Farmer Information Cum FFB Collection Centers

23

Fertiliser Godowns

SDGs Aligned



Material Topics

- M3 Risk identification and mitigation
- M8 Climate resilience and adaptation
- M13 Ecological footprint reduction

Social and Relationship Capital

Stakeholder Engagement

We actively engage with our stakeholders, including customers, suppliers, and local communities, prioritising long-term relationships, fair trade practices and adherence to relevant laws and regulations. Our eco-friendly manufacturing processes, fair wages, and safe work environment demonstrate our commitment to ethical behaviour and corporate citizenship. By upholding these principles, we strive to build trust, promote sustainable practices, and contribute to the well-being of the communities we serve.

Read more on page → 42

Customer Engagement

To further strengthen customer engagement, we utilise various communication channels to stay connected with our customers. These channels include social media platforms, e-mail newsletters and customer service hotlines. By actively engaging with customers on these platforms, we can address their queries, gather feedback and promptly respond to any concerns, fostering a sense of trust and responsiveness. Moreover, we organise events, workshops and promotional activities to interact with our customers directly. By creating memorable experiences, we aim to build lasting emotional connections with our customers.

We deliver relevant and personalised messages to our customers through various channels, acknowledging their preferences and needs. Creating informative and entertaining content strengthens the bond between our brand and customers, adding value to their lives. Loyalty programmes offer exclusive rewards and promotions to loyal customers, reinforcing their emotional connection with us. Social media serves as a dynamic platform for real-time engagement. We also actively participate in conversations, responding to inquiries and celebrating customer success stories.



Assessing and Managing Social and Labour Risks

We prioritise social and labour risk management within our supply chain, recognising the importance of fair treatment and protection of workers' rights. To uphold responsible and sustainable practices, we have implemented a robust system to assess and mitigate social and labour risks across our supply chain. Regular engagement with suppliers ensures compliance with labour standards and ethical practices. We conduct thorough audits and inspections of supplier facilities to monitor adherence to labour regulations and social responsibility guidelines. These serve as critical checkpoints for identifying potential risks and areas requiring improvement.

Ethical Standards for Suppliers

Upholding ethical standards for suppliers is of utmost importance. We firmly believe in promoting fair treatment of workers and responsible sourcing practices throughout our supply chain. We have established stringent ethical guidelines and expectations for all our suppliers and contractors to achieve this. These ethical standards cover many critical issues, including fair wages, safe working conditions, employee welfare and adherence to labour laws. We ensure that our suppliers must uphold these principles and operate per domestic labour regulations.

857
MSME Suppliers

Community Development

We support various community development initiatives, recognising the importance of giving back to society. We have established educational institutions in rural areas, providing access to quality education for underprivileged children. Through gurukuls, we impart traditional knowledge and values, nurturing well-rounded individuals. Philanthropy is integral to our mission, as we support charitable causes that positively impact society. We extend aid to educational institutes serving underprivileged communities and contribute to disaster relief funds during emergencies.

Fostering positive relationships with local communities is a cornerstone of our approach. We create harmonious connections by providing employment opportunities that contribute to the economic growth of the areas where we operate. Sourcing raw materials from local vendors and farmers promotes sustainability and supports local businesses. Collaborating with local organisations on various projects strengthens our ties with the communities we serve, fostering mutual respect and trust.



₹12.37 crores
CSR Expenditure

87.14%
Increase in
CSR Expenditure (y-o-y)

Major Initiatives

Our support for education and healthcare initiatives is a testament to our commitment to social welfare.

Education
Through our educational institutions and gurukuls, we provide access to quality education, particularly in rural areas where educational resources may be limited.

Healthcare
Our Ayurvedic products provide natural and sustainable solutions for various health-related issues.

Community Development and Disaster Relief
We engage in community development projects and extend support during disasters and emergencies.

Social and Relationship Capital

Key Measures

Ethical Business Practices

Social Issues and Challenges

As a prominent FMCG player, we face specific social challenges. We address these challenges responsibly and proactively to uphold our commitment to ethical practices and societal well-being.

Ensuring Consumer Health and Safety

We place the highest priority on consumer health and safety. We conduct regular quality checks and rigorous testing processes to maintain the highest level of product safety.

Promoting Fair Trading and Ethical Practices

We operate in the agricultural sector and rely on farmers and suppliers for sourcing raw materials. We promote fair trade practices, provide fair prices to farmers, and ensure ethical sourcing.

Fair Labour Practices

Fair Wages

We provide our employees with fair and competitive wages that meet or exceed the legal minimum requirements. We recognise the importance of compensating our employees adequately for their contributions to our success.

Reasonable Working Hours

We ensure that our working hours adhere to legal standards, preventing excessive overtime and promoting a healthy work-life balance. Ensuring reasonable working hours contributes to the well-being and productivity of our workforce.

Safe Working Conditions

The safety and well-being of our employees are of paramount importance to us. We maintain safe working conditions in all our facilities, implementing measures to prevent accidents and ensuring compliance with occupational health and safety regulations.

Preventing Forced Labour, Child Labour and Discrimination

Forced Labour Prevention

We rigorously ensure that no forced or involuntary labour exists within our supply chain or workforce. We also expect our suppliers and contractors to adhere to the same principles.

Child Labour Prevention

We do not tolerate any engagement with child labour and take active steps to prevent such occurrences. We diligently verify the age and eligibility of our employees and suppliers' workforce to ensure compliance with child labour laws.

Discrimination Prevention

We foster an inclusive and diverse work environment free from discrimination. We uphold equal opportunity principles and do not discriminate based on race, gender, religion, ethnicity or any other characteristic protected by law.

Protecting the Human Rights of Workers

Confidential Reporting

We ensure that our employees have access to confidential reporting channels to address violations of fair labour practices or human rights issues. This approach empowers our employees to report incidents without any fear of retaliation.

Safe Reporting Environment

We foster a culture that encourages open communication and transparency, ensuring that our employees feel comfortable and safe when reporting concerns or grievances about their rights or working conditions.

Patanjali Gurukulam

Addressing the nation's commitment to quality education, we have founded 'Patanjali Gurukulam to nurture enlightened and capable individuals. The primary focus is on holistic development encompassing physical, mental, intellectual, spiritual, social, economic and political dimensions. This initiative enhances individuals, families, societies, the nation and the global community, aligning with our aim of building well-rounded growth and progress.

Our Gurukulam strives to nurture true scholars across diverse disciplines, fostering a cadre of individuals who embody authenticity and excellence. Our aim extends to cultivating national leadership that achieves unprecedented milestones in various domains, contributing to a vibrant and prosperous India led by accomplished leaders. Our campus seamlessly merges modern facilities with timeless techniques, creating an environment where students can flourish. The curriculum encompasses a wide array of subjects, aiming to enrich their knowledge and to cultivate their holistic personality, thus empowering them to contribute significantly to society.

326

Students

₹159

crores

Project Expenditure



Governance

Upholding Ethics and Integrity

Our governance structure is vital in driving our business. We prioritise aligning the interests of all our stakeholders and establishing a robust foundation for our corporate strategy, sustainability, and ethical conduct. This strategy ensures that we operate responsibly and sustainably while meeting the needs of our stakeholders.

Board Philosophy

At Patanjali Foods Limited (PFL), we prioritise inclusive corporate governance that addresses the needs of all stakeholders. Our philosophy is rooted in ethics and integrity, which permeates our corporate structure. To enhance governance practices, we have established six distinct committees. These committees enable us to effectively address various issues and support our Board in driving PFL's performance. With a strong focus on corporate governance, we aim to foster transparency, accountability and sustainable growth for the benefit of our stakeholders.

Code of Conduct

We uphold a well-defined and comprehensive code of conduct that outlines our ethical standards and expectations for all employees and associates. Our code explicitly prohibits any form of bribery and corruption, whether direct or indirect. We are committed to maintaining the highest level of integrity, and all employees and associates must strictly adhere to this code, ensuring a culture of trust, transparency, and ethical behaviour throughout the organisation.

Whistleblower Mechanism

We prioritise creating a safe and supportive work environment. We provide a robust platform for employees and associates to report any concerns or

potential violations they may come across, and we ensure that they can do so without fear of retaliation. This mechanism fosters a culture of openness, transparency, and accountability, enabling us to address any issues promptly and take necessary actions to uphold our ethical standards and values.

Training and Awareness

We believe in fostering a culture of ethical behaviour and integrity among our employees and associates. To achieve this, we regularly conduct comprehensive training and awareness programmes to educate them about corruption risks and unethical conduct. These programmes provide insights into relevant laws, the Company's policies, and the potential consequences of non-compliance. By equipping our team with the necessary knowledge and understanding, we empower them to make informed decisions and act responsibly in their daily work.

Monitoring and Review

We are fully committed to maintaining robust anti-corruption measures and policies. Regular monitoring and reviews of their effectiveness ensure their suitability and adequacy in countering bribery and corruption. Through thorough audits of internal control systems and procedures, we ensure that they effectively prevent and detect unethical practices. We aim to create a transparent and accountable

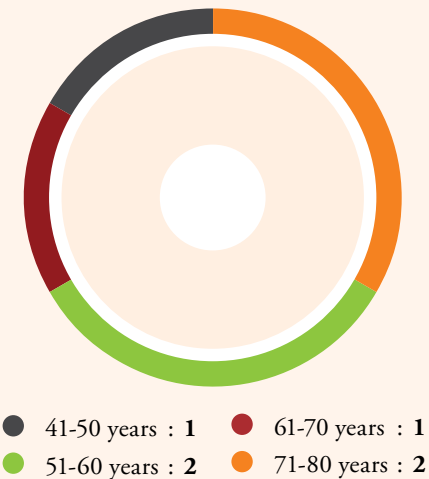
environment where employees and associates feel empowered to report concerns or potential violations without fear of retaliation.

3
Independent Directors

2
Non-Executive Directors

1
Executive Director

Average Age of Board of Directors



Board Committees

Audit Committee

Our Audit Committee plays a vital role in upholding the quality and integrity of Patanjali Foods Limited's accounting, auditing, and reporting practices. The committee works closely with the Board to ensure compliance with regulatory requirements and ethical standards. It oversees financial statements, internal controls, risk management, and external audits.

Stakeholders' Relationship Committee

Our Stakeholders Relationship Committee (SRC) dedicatedly nurtures transparent and constructive relationships with its shareholders, employees, customers, suppliers, and the wider community. Comprising experienced professionals and executives, the SRC serves as a platform for stakeholders to voice their concerns and receive timely responses.

Nomination and Remuneration Committee

Our Nomination and Remuneration Committee plays a crucial role in ensuring the effective functioning of our board and the selection of highly qualified directors. The committee establishes the criteria and qualifications necessary for board membership, considering independence and diverse perspectives.

Risk Management Committee

Our Company's Risk Management Committee (RMC) is a vital component of our governance structure. Comprising experienced individuals from various disciplines, the RMC's primary purpose is identifying, assessing, and managing organisational risks. The committee proactively evaluates both internal and external risks, develops mitigation strategies, and monitors their implementation and effectiveness.

ESG and CSR Committee

Our Environment Social Governance (ESG) and Corporate Social Responsibility (CSR) Committee drives our social and environmental responsibility commitment. The committee oversees the implementation of our ESG and CSR policies and initiatives, ensuring that they align with our values and contribute to the well-being of society. It monitors the expenses incurred in these activities and ensures that they are utilised effectively for the intended purposes.

Audit Committee

Shri Girish Kumar Ahuja – Chairman
Shri Ram Bharat – Member
Shri Tejendra Mohan Bhasin – Member

Stakeholders Relationship Committee

Shri Tejendra Mohan Bhasin – Chairman
Shri Acharya Balkrishna – Member
Smt Gyan Sudha Misra – Member

Nomination and Remuneration Committee

Smt Gyan Sudha Misra – Chairperson
Shri Swami Ramdev – Member
Shri Tejendra Mohan Bhasin – Member

ESG and CSR Committee

Shri Acharya Balkrishna – Chairman
Shri Swami Ramdev – Member
Shri Ram Bharat – Member
Shri Girish Kumar Ahuja – Member

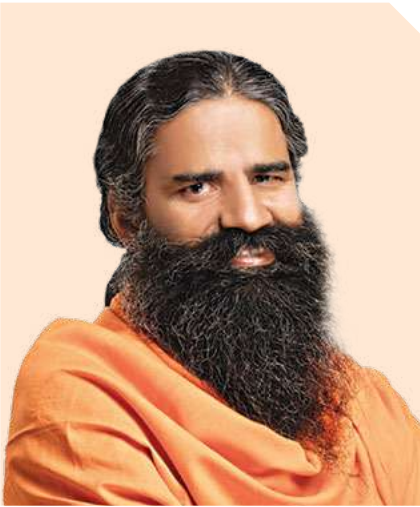
Risk Management Committee

Shri Acharya Balkrishna – Chairman
Shri Ram Bharat – Member
Shri Kumar Rajesh – Member
Shri Sanjeev Kumar Asthana – Member
Shri Girish Kumar Ahuja – Member



Governance

Board of Directors



M M

Swami Ramdev
Non-Executive Director

Swami Ramdevji is a globally renowned global yoga guru who has scripted a dynamic new story for Indian consumer marketing with his innovative approach and visionary outlook. Author of several books on Yoga, he has influenced and inspired millions of people worldwide with his pioneering work. Swamiji studied Sanskrit and Yoga and earned a postgraduate (Acharya) degree specialising in Sanskrit Vyakarana, Yoga, Darsana, Vedas and Upanishads. He also studied Satyarth Prakash in detail. He was appointed as Brand Ambassador of Yoga and Ayurveda by the Government of Haryana.



C M C

Acharya Balkrishna
Chairman and Non-Executive Director

A multi-skilled and dynamic personality, Acharya Balkrishna is the Founder-Secretary of Patanjali Yogpeeth Trust. Besides being a great scholar of Ayurveda, the Sanskrit language and the Vedas, he is a successful business leader who has made excellent contributions in the characterisation of medicinal plants and indigenous medicine identification. A great visionary, he is highly ascetic, simple and easy going, besides being a multi-dimensional person who dedicatedly services humanity and is recognised worldwide for his work.



M M M

Ram Bharat
Managing Director

A first-generation entrepreneur, Ram Bharat is a business leader who has transformed Patanjali Foods into a successful corporate and market leader in its niche business space. He has a deep understanding of market trends and consumer preferences and leads from the front to keep the teams at Patanjali Foods motivated and deliver exceptional performance. He is a staunch believer in simple living and high thinking.



C M M

Dr. Girish Kumar Ahuja
Independent Director

Dr. Girish Kumar Ahuja is a Chartered Accountant and academician, who brings to the table 52 years of consulting experience in international and domestic taxation, joint ventures, etc. He is an expert in Direct Taxes and has earned a Doctorate in Financial Sector Reforms - Capital Market Efficiency and portfolio Investment.



M M C

Dr. Tejendra Mohan Bhasin
Independent Director

Dr. Tejendra Mohan Bhasin is the Chairman of the, Advisory Board for Banking and Financial Frauds (ABB&FF), constituted by the Central Vigilance Commission (CVC) in consultation with the Reserve Bank of India (RBI). He has a distinguished academic record, with many notable achievements and awards in his highly successful career.



C M

Justice Gyan Sudha Misra (Retd.)
Independent Director

Mrs. Justice (Retired) Gyan Sudha Misra is a former judge of the Supreme Court of India. She has also previously held the positions of Treasurer, Joint Secretary, and Member of the Executive Committee of the Supreme Court Bar Association – the premier association of lawyers in India.

Audit Committee

Nomination and
Remuneration Committee

ESG and CSR Committee

Stakeholders
Relationship Committee

Risk Management
Committee

Chairman
Member

Awards and Accolades

Celebrating an Year of Triumphs

Our relentless efforts have garnered us a slew of prestigious awards and accolades this year. As a key provider of edible oils to industry giants and a growing presence in the FMCG sector, our performance has consistently yielded remarkable outcomes for us.

A cadre of exceptional leaders and visionaries whose profound influence has shaped the Company's present standing steer PFL. Our team members have demonstrated outstanding prowess, resulting in the acquisition of numerous awards throughout the year.

India's Most Trusted Company by ET Ascent



Nutrela Nutrition was awarded Best Indian Food Brand – 2022



Great Place to Work® for two years in a row



Safety & Quality Company of the Year and the Best Manufacturing Company of the Year at the India Dairy Summit & Awards 2023



Shri Acharya Balkrishna received recognition as one of the top 2% of world scientists in a Stanford University and Elsevier study.



Mr. Subhra Shankar Bose and Mr. Udayabhanu Natarajan received recognition at the Times Ascent & World HRD Congress among the 251 most talented HR leaders.



Mr. Hemant Bansal (Vice President) received "Globoil Professional of the Year" – 2022 at the Globoil Conference held on 22nd September, 2022



Megha Kaushik was honoured with the Under 40 Supply Chain Super Achiever 2023 award by the Celebrity Supply Chain Tribe.



PFL's Institutional Sales Division

Our Institutional Sales Division for edible oils achieved remarkable success through their dedication and diligence, adept supply chain planning and efficient production management. Their commitment to delivering high-quality products and exceptional customer service has positioned us as a standout in the fiercely competitive food industry. Thanks to their outstanding efforts, we have achieved a remarkable five-fold growth within a year, crossing the milestone of 1 lakh MT in FY23.

5x

Annual Growth in Institutional Sales

1 lakh+ MT

Annual Institutional Sales for Edible Oils

Corporate Information

Board of Directors

Chairman
Acharya Balkrishna

Managing Director
Ram Bharat

Directors
Swami Ramdev
(Non-Executive Non-Independent Director)

Girish Kumar Ahuja
(Independent Director)

Tejendra Mohan Bhasin
(Independent Director)

Gyan Sudha Misra
(Independent Director)

Chief Executive Officer
Sanjeev Kumar Asthana

Chief Financial Officer
Sanjay Kumar
(upto June 30, 2022)

Kumar Rajesh
(w.e.f. July 01, 2022)

Company Secretary
Ramji Lal Gupta

Auditors
Chaturvedi & Shah LLP

Cost Auditors
K.G. Goyal & Co.

Bankers
(as on March 31,2023)
State Bank of India

Registered Office
616, Tulsiani Chambers,
Nariman Point,
Mumbai – 400 021, Maharashtra
Phone : (+91-22) 61090100 / 200
Email : secretarial@patanjalifoods.co.in
Website : www.patanjalifoods.com

Corporate Office
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore – 452 010
Madhya Pradesh
Phone : (+91-731) 4767109/110
Email : secretarial@patanjalifoods.co.in
Website : www.patanjalifoods.com

Share Transfer Agent
Sarthak Global Limited
170/10, Film Colony,
R.N.T. Marg, Indore 452 001
Madhya Pradesh
Phone (+91-731) 4279626 / 2523545
Email : investors@sarthakglobal.com

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Directors’ Report

Dear Members,

Your Board of Directors have pleasure in presenting the Thirty Seventh (37th) Directors’ Report together with the audited financial statements of the Company for the financial year ended March 31, 2023.

Financial Performance

The summarised financial performance highlight is presented in the table below:

Particulars	Financial Year	
	2022-23	2021-22
Total Income (including other income)	31,82,145.48	24,28,438.22
Less: Total expenses other than Finance Cost and Depreciation	30,24,401.27	22,71,839.53
Profit/(Loss) before Depreciation, Finance Cost and Tax	1,57,744.21	1,56,598.69
Less: Finance Cost	23,885.08	35,487.79
Less: Depreciation, amortisation and impairment expenses	15,963.00	13,672.75
Profit for the year before exceptional items and tax	1,17,896.13	1,07,438.15
Profit for the year before tax	1,17,896.13	1,07,438.15
Total Tax Expenses	29,252.02	26,807.26
Net Profit for the year after tax	88,644.11	80,630.89
Add: Items that will not be reclassified to statement of Profit and Loss	(476.35)	1,222.70
Add: Items that will be reclassified to statement of Profit and Loss	37.05	8.68
Total comprehensive income for the year	88,204.81	81,862.27

State of Company’s Affairs

Your company has achieved a total income of ₹ 31,82,145.48 lakhs during the year under review as against ₹ 24,28,438.22 lakhs in the previous financial year. The net profit after tax of the company for the year under review is ₹ 88,644.11 lakhs as against ₹ 80,630.89 lakhs for the previous financial year.

The export of the company during the year under review was ₹ 53,079.65 lakhs as compared to ₹ 30,439.59 lakhs during the previous financial year.

Future Outlook

Amidst challenging macroeconomic conditions, Patanjali Foods Ltd. (“PFL”) defied the odds and delivered a remarkable business and financial performance in FY23. The company undertook a series of strategic initiatives which not only bolstered Company’s position but has led its transition into a major FMCG player.

In FY23, the company achieved a significant milestone by acquisition of food business, enriching product portfolio with a wide array of brands. This acquisition with a bouquet of 21 products has enabled the company to undergo a transformation, solidifying its position in the highly competitive FMCG market. With this move, the company stands poised to assert its presence in the market.

The company's unwavering commitment to premiumisation, coupled with its diverse product range and expansive distribution channels, has proven to be a driving force behind its impressive revenue and profitability growth. In a bid to broaden its global footprint, the company is ambitiously pursuing expansion in international markets, targeting a wider global presence. Moreover, the company's proactive approach to revamping its Nutraceuticals business with innovative products and venturing into the Dry Fruits segment through strategic international partnerships showcases its forward-thinking strategy. Additionally, the company's Oil Palm Plantation project is making steady progress, evident from the increase in cultivated area and the successful collaboration with various State Governments. Notably, the company’s adoption of cutting-edge automation tools has streamlined its operations, facilitating seamless information flow across processes. This enhancement has empowered the organisation to drive KPIs effectively across roles and responsibilities, yielding substantial benefits.

In the medium to long term, the company has set its sights on achieving improved margins and outpacing industry growth across product portfolio, driven by the strategic initiatives:

- Capitalising on its well-established brand recognition in the edible oil category, the company is determined to expand its market share in premium oil segments.

- To reduce reliance on imports, the company aims to significantly increase palm cultivation area within its operations, ensuring greater self-sufficiency.
- In the foods business, spanning from mass to premium categories, the company is focused on targeted efforts to achieve multi-fold growth while maintaining stable margins.
- By capitalising on its existing network and strong brand affinity, the company aims to secure a larger share of exports, bolstering presence in international markets.
- Emphasising growth in emerging distribution channels, the company is proactively seeking new avenues to reach and engage with customers, ensuring sustainable expansion.

Despite the extreme volatility experienced in FY23, particularly concerning edible oils and other commodity prices, the company has demonstrated resilience and remains poised for better performance in the future. As we step into FY24, the prospects are encouraging, with inflationary pressures easing, leading to an increase in disposable income. Moreover, there is a notable uptick in rural demand and steady urban demand, contributing to an overall positive outlook. These favorable market conditions bode well for the company's continued success and growth moving forward.

Further Issue of Shares

In compliance of the Order dated July 24, 2019 read with Order dated September 04, 2019 passed by Hon’ble National Company Law Tribunal (NCLT), Mumbai Bench under section 31 of the Insolvency and Bankruptcy Code, 2016, during the year 2019-20, your Company had allotted 29,25,00,000 Equity Shares in favor of the shareholders of Patanjali Consortium Adhigrahan Private Limited, which had been amalgamated with your company. Subsequent to this allotment of 29,25,00,000 Equity Shares, the minimum public shareholding (“MPS”) in your company reduced to 1.13%. Further, to comply with the provisions of MPS under Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and to comply with continuous listing requirement as stipulated under Rule 19A(5) of the Securities Contracts (Regulation) Rules, 1957 (“SCRR”), as amended, the minimum public shareholding has to be increased to 25% within a maximum period of 3 (three) years from the date of such fall, in the manner specified by SEBI and if the public shareholding falls below 10%, the same shall be increased to at least 10%, within a maximum period of 12 (twelve) months from the date of such fall, in the manner specified by SEBI which had to be achieved by our Company. During the year under review, your company has successfully launched the Further Public Offer (FPO) and allotted 6,61,53,846 equity shares amounting to ₹ 4,300 Crores. Subsequent to allotment of such shares public shareholding has reached 19.18%. The Company had to further increase the public shareholding to 25% to comply with the MPS requirements as envisaged under Rule 19A of the SCRR.

Patanjali Ayurved Limited, one of the Promoters of the Company has sold 2,53,39,640 equity shares of the Company (representing 7% of the total issued and paid-up equity share capital of the Company) on July 13, 2023 and July 14, 2023, in accordance with the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 regarding the “Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism” issued by the Securities and Exchange Board of India.

With the aforementioned sale of shares, the shareholding of the Promoter and members of Promoter Group in the Company has reduced from 80.82% of the paid-up equity share capital of the Company to 73.82% of the paid-up equity share capital of the Company. Accordingly, the Company has become compliant with the minimum public shareholding requirements, as mandated under rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules 1957, read with Regulation 38 of the Listing Regulations.

Change in Name of the Company

During the year under review, the name of the Company was changed from “Ruchi Soya Industries Limited” to “Patanjali Foods Limited”. The rebranding comes as one of the many actions being undertaken as part of transition into Food/FMCG business undertaken by the Company. The new name Patanjali Foods Limited reflects the Company’s overall FMCG activities being undertaken by the Company.

Consequent to the postal ballot exercise and Company’s application for change of name, the Registrar of Companies, Mumbai, Maharashtra, Ministry of Corporate Affairs had issued the fresh certificate of incorporation pursuant to change of name dated June 24, 2022 confirming change in the name of the Company from “Ruchi Soya Industries Limited” to “Patanjali Foods Limited” effective from June 24, 2022. This change in name also involved consequent amendment of Memorandum of Association and Articles of Association of the Company. The security name of the Company on BSE Limited and National Stock Exchange of India Limited is Patanjali Foods Limited with BSE scrip code ‘500368’ and NSE scrip symbol ‘PATANJALI’.

Change of Registered Office

During the year, the Company had shifted its registered office from “Ruchi House, Royal Palms, Survey No. 169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (E), Mumbai - 400065, Maharashtra to 616, Tulsiani Chambers, Nariman Point, Mumbai – 400021, Maharashtra with effect from November 12, 2022 within the local limits of the City.

Transfer to Reserves

During the year under review, no amount was proposed to be transferred to Reserves. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2023, please refer to the Statement of Changes in Equity included in the financial statements.

Dividend

Your directors recommend payment of dividend at the rate of 0.0001% on 1,79,22,540 – 0.0001% Cumulative Redeemable Non-Convertible Preference Shares of ₹ 100/- each and ₹ 6/- (Rupees Six only) per equity share being 300% of face value of ₹ 2/- (Rupee Two only) each for financial year ended March 31, 2023. The payment of dividend is subject to approval of shareholders at 37th Annual General Meeting (“AGM”) of the Company.

In view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Your Company shall, accordingly, make the payment of the dividend after deduction of tax at source.

The dividend recommended is in accordance with the parameters and criteria as set out in the Dividend Distribution Policy which has been approved by the Board of Directors of the Company. The Dividend Distribution Policy is available at the web link http://www.patanjalifoods.com/policies/Dividend_Distribution_Policy.pdf in terms of Regulation 43A of Listing Regulations.

Deposits

During the year under review, your Company has not accepted / renewed any deposits within the meaning of Sections 73 to 76A of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees or Investments

The Particulars of loans, guarantees or investments pursuant to section 186 of the Companies Act, 2013 are provided in the notes to the financial statements.

Subsidiaries, Joint Ventures and Associate Companies

The provisions of sections 129, 134 and 136 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) for preparation of consolidated financial statements, are not applicable to your Company. Also a separate statement containing the salient features of the financial statement of subsidiaries, joint ventures and associates in Form AOC-1 is attached with this annual report.

Subsidiaries

During the year under review, there was no subsidiary of the Company.

Associate

GHI Energy Private Limited (“GHI”) was an associate of the Company with the Company holding 49% of the paid up equity share capital of GHI. However, GHI issued further equity shares on May 13, 2019

without consent of the Company as a result of which Company’s equity shareholding in GHI reduced to 19.34%. On persuasion by the Company, GHI has filed a petition with Hon’ble National Company Law Tribunal, Chennai Bench (“Hon’ble Tribunal”) for reduction of capital under section 66 of the Companies Act, 2013. Accordingly, pending confirmation of the Hon’ble Tribunal of the aforesaid reduction of share capital of GHI, the Company continues to hold only 19.34% in GHI. Upon approval of the capital reduction by the Hon’ble Tribunal and such capital reduction, being effective, the paid up share capital of GHI shall stand reduced to the extent of the shares so extinguished and the original shareholding of 49% by the Company in GHI shall stand restored.

Joint Venture

Ruchi J-Oil Private Limited, a joint venture, is under voluntary liquidation from August 21, 2018.

The investment of the Company in Indian Oil Ruchi Biofuels LLP, a Joint Venture, has been impaired in the books of accounts of the Company in the year 2018-19 as per the provisions of applicable Ind-AS.

Change in Directors and Key Managerial Personnel (“KMP”)

Directors

There was no change in the composition of Board of Directors of the Company during the year under review.

As on March 31, 2023, following is the composition of the Board of Directors of the Company:

Sr. No.	Name of Director	Category
1.	Shri Acharya Balkrishna	Non-Executive – Non-Independent Director – Chairman
2.	Shri Swami Ramdev	Non-Executive – Non-Independent Director
3.	Shri Ram Bharat	Executive – Managing Director
4.	Shri Girish Kumar Ahuja	Non-Executive – Independent Director
5.	Shri Tejendra Mohan Bhasin	Non-Executive – Independent Director
6.	Smt. Gyan Sudha Misra	Non-Executive – Independent Director

Key Managerial Personnel

During the year under review, Shri Sanjay Kumar resigned from the office of the Chief Financial Officer (CFO) of the Company with effect from June 30, 2022. The Board takes on record the contribution made by him during his tenure with the company.

Shri Kumar Rajesh, Head - Strategic Finance, Special Projects and Treasury Management of the Company was appointed as Chief Financial Officer (key managerial personnel) of the Company with effect from July 1, 2022.

As on March 31, 2023, your Company has following key managerial personnel:

Sr. No.	Name of Key Managerial Personnel	Category
1.	Shri Ram Bharat	Managing Director (MD)
2.	Shri Sanjeev Kumar Asthana	Chief Executive Officer (CEO)
3.	Shri Kumar Rajesh	Chief Financial Officer (CFO)
4.	Shri Ramji Lal Gupta	Company Secretary (CS)

Statement on Declaration by Independent Directors

The Company has received the necessary declaration from each of the independent directors confirming that he/she meets the criteria of independence as laid out in Section 149(6) of the Companies Act, 2013 read with the schedules and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and in the Companies Act, 2013 and possess requisite qualifications, experience and expertise and hold highest standards of integrity.

Policy on Directors’ Appointment and Policy on Remuneration

Pursuant to Section 134(3)(c) and Section 178(3) of the Companies Act, 2013, the Policy on appointment of Board Members including criteria for determining qualifications, positive attributes, independence of a Director and the Policy on remuneration of Directors, KMP and other employees is available at the web link http://www.patanjalifoods.com/policies/Remuneration_and_Board_Diversity_Policy.pdf.

Particulars of Employees and Related Disclosures

As prescribed under Section 197(12) of the Companies Act, 2013 (“Act”) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details are given in **Annexure - I**.

A statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate annexure forming part of this Report. In terms of Section 136 of the Act, the Annual Report and financial statements are being sent to the shareholders excluding the aforesaid annexure. The said annexure is available for inspection at the registered office of the Company during business hours and will be made available to any shareholder on request.

Number of Meetings of the Board

There were Eleven (11) meetings of the Board of Directors held during the financial year under review. For attendance and other details, please refer to the Corporate Governance Report which forms part of the Annual Report 2022-23.

Performance Evaluation of the Board, its Committees and Individual Directors

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provisions of the Act and the Listing Regulations.

The Board evaluated its performance after seeking input from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board process, information and functioning etc. The performance of the Committees was evaluated by the Board after seeking input from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc. The above criteria are as provided in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The manner in which the evaluation has been carried out has also been explained in the Corporate Governance Report attached as Annexure to this report.

The Company has put in place a policy containing, inter- alia, the criteria for performance evaluation of the Board, its committees and individual Directors (including independent directors).

Directors’ Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including internal financial controls, financial reporting by the Statutory Auditors and the reviews performed by the management and the relevant Board Committee, the Board is of the opinion that the Company’s internal financial controls were adequate and effective during FY 2022-23.

Accordingly, as required under section 134(3)(c) read with section 134(5) of the Act, the Board, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the annual accounts of the Company have been prepared on a going concern basis;

- e. the internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and
- f. the board has devised the proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors and their Reports

Statutory Auditor

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, M/s. Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No.101720W) were re-appointed as the Statutory Auditors of your Company at 36th Annual General Meeting (AGM) held on September 29, 2022, for a further period of five (5) consecutive years from conclusion of 36th AGM till the conclusion of the 41st AGM of the Company on such remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors and the Auditors plus out of pocket expenses as may be incurred.

M/s. Chaturvedi & Shah LLP, Chartered Accountants, have submitted their Report on the financial statements of the Company for the financial year ended March 31, 2023, which forms part of the Annual Report 2022-23. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation or comments from the Board of Directors of your Company.

Cost Auditor

The Board of Directors on the recommendation of Audit Committee has re-appointed M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017) as Cost Auditor, to conduct audit of the cost accounting records of the Company for the financial year ending on March 31, 2024. As required under section 148 of the Companies Act, 2013, a resolution regarding ratification of the remuneration payable to M/s. K.G. Goyal & Co., Cost Accountants, forms part of the Notice convening the 37th Annual General Meeting of the Company.

Pursuant to provisions of section 134 of the Companies Act, 2013 read with rule 8(5) of the Companies (Accounts) Rules, 2014, it is confirmed that the Company has made and maintained the cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

Secretarial Auditor

CS Prashant Diwan, Practicing Company Secretary (FCS: 1403, CP: 1979), was appointed as Secretarial Auditor, to conduct the audit of secretarial records of the Company for the financial year ended on March 31, 2023 pursuant to section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by him in the prescribed Form MR-3 is annexed to this Report as **Annexure - II**.

Explanations to the observations made in secretarial audit report:

Observation:

Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The Company did not comply with Minimum Public Shareholding (“MPS”) requirements as specified in Rule 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957.

Explanation:

Patanjali Ayurved Limited, one of the Promoters of the Company has sold 2,53,39,640 equity shares of the Company (representing 7% of the total issued and paid-up equity share capital of the Company) on July 13, 2023 and July 14, 2023, undertaken in accordance with the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 regarding the “Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism” issued by the Securities and Exchange Board of India, through the separate designated window of BSE Limited and National Stock Exchange of India Limited.

With the above mentioned sale of shares, the shareholding of the Promoters and members of Promoter Group in the Company has reduced from 80.82% of the paid-up equity share capital of the Company to 73.82% of the paid-up equity share capital of the Company. Accordingly, the Company has become compliant with the minimum public shareholding requirements, as mandated under rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules 1957, read with Regulation 38 of the Listing Regulations.

Observation:

Code of Conduct of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Cases were found that designated persons have traded in securities of the Company during the closure of trading window which were reported to the BSE Limited and National Stock Exchange of India Limited and Securities and Exchange Board of India (“SEBI”) wherever required as envisaged under the relevant circulars issued by SEBI.

Explanation:

The observation given by Secretarial Auditor is self explanatory.

CS Prashant Diwan, Practicing Company Secretary has been re-appointed to conduct the secretarial audit of the Company for the year ending March 31, 2024.

Details in Respect of Frauds Reported by Auditors other than those which are reportable to the Central Government

The Statutory Auditor, Cost Auditor and Secretarial Auditor of your Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

Internal Financial Control System and their Adequacy

The internal control systems include documented policies, checks and balances, guidelines and procedures, that are supplemented by robust internal audit processes and monitored continuously through periodical reviews by management to provide reasonable assurance that all assets are safeguarded and all transactions entered into by Company are authorised, recorded and reported properly.

Internal control systems are integral to the Company’s corporate governance. The internal control systems and procedures are designed to assist in the identification and management of risks, the procedure-led verification of all compliances as well as an enhanced control consciousness.

The Board/Management are of the opinion that the Company has effective internal financial control systems and policies and such controls are operating effectively. The management is taking steps for further strengthening of internal financial controls.

The Board/Management has reviewed the internal controls framework of the Company with an objective to have a robust internal control framework commensurate with the size, scale and nature of business of the Company. The management has initiated steps to implement the robust internal control framework. This framework includes entity-level policies, processes and Standard Operating Procedures (SOP).

The details relating to internal financial controls and their adequacy are included in the Management Discussion and Analysis Report, which forms part of the Annual Report 2022-23.

Change in Nature of Business

During the year under review, there has been no change in the nature of the business of your Company except that the Company has acquired the food retail business undertaking from Patanjali Ayurved Limited.

Material Changes and Commitments Affecting the Financial Position of the Company

There have been no material changes and commitments affecting the financial position of your Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Risk Management

The Board of your Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan of the Company for identifying and mitigating various risks. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Company recognises that the emerging and identified risks need to be managed and mitigated to (a) protect its shareholders’ and other stakeholders’ interest; (b) achieve its business objectives; and (c) enable sustainable growth.

The details of various risks that are being faced by the Company are provided in the Management Discussion and Analysis Report, which forms part of this Report.

Details of Policy Developed and Implemented on Corporate Social Responsibility

In terms of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, your Company has formed a Corporate Social Responsibility (“CSR”) Committee to approve activities to be undertaken, expenditure to be incurred and to monitor the performance of the CSR activities undertaken by the Company.

The policy on CSR as approved by the Board of Directors is also hosted on the website of the Company and can be accessed from web link http://www.patanjalifoods.com/policies/CSR_Policy.pdf.

During the year under review, the Company undertook CSR activities through Patanjali Yogpeeth Trust (“the Trust”). A new Gurukulam was being set up by the Trust at Haridwar, Uttarakhand to impart modern and ancient education. This initiative will primarily focus on all round development of a person and to create a happy, healthy and economically as well as financially robust society by providing free education and necessities to the under privileged children belonging to the socially, educationally and economically backward classes. Remote and tribal areas of Uttarakhand and other states of India will be the key areas of focus. These activities are in accordance with Schedule VII to the Act.

The Board of Directors and the CSR Committee review and monitor from time to time the CSR activities being undertaken by the Company.

The annual report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time), is set out at **Annexure - III** to this report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is annexed to this Report as **Annexure - IV**.

Change in Share Capital

The Company had come out with further public offer and allotted 6,61,53,846 equity shares of ₹ 2 each at a premium of ₹ 648 per share on April 05, 2022 aggregating to ₹ 4,300 Crore.

The Company has also redeemed 2,70,77,460 – 0.0001% Cumulative Redeemable Non-Convertible Preference Shares of ₹ 100 each fully paid-up, amounting to ₹ 270.77 crores out of proceeds of fresh issue of such shares.

As on date of report, consequent to allotment of equity shares and redemption of preference shares the capital structure of the Company is as follows:

The paid-up equity share capital of your Company is ₹ 7,239.90 lakhs divided into 36,19,94,853 equity shares of ₹ 2 each fully paid-up and preference share capital of your Company is ₹ 17,922.54 lakhs divided into 1,79,22,540 – 0.0001% Cumulative Redeemable Non-Convertible Preference Shares of ₹ 100 each fully paid up.

Annual Return of the Company

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on the financial year ended March 31, 2023 is placed on the Company’s website at <http://www.patanjalifoods.com/investors.php>.

Secretarial Standards

Your Company has followed Secretarial Standards as issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

Corporate Governance and Management Discussion and Analysis Report

Your Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements as set out by the Securities and Exchange Board of India (“SEBI”). Your Company has also implemented several best governance practices.

Separate reports on Corporate Governance Compliance and Management Discussion and Analysis as stipulated under Regulation 34 read with Schedule V of the Listing Regulations forms part of the Annual Report 2022-23 along with the requisite certificate issued by Secretarial Auditors of your Company regarding compliance of the conditions of Corporate Governance.

Business Responsibility and Sustainability Report

The Business Responsibility and Sustainability Report (BRSR) for the year ended March 31, 2023 as stipulated under Regulation 34 of the Listing Regulations is annexed and forms part of the Annual Report 2022-23.

Particulars of Contracts or Arrangements with Related Parties

In line with the requirements of the Act and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions. The updated policy can be accessed on the Company’s website at http://www.patanjalifoods.com/policies/Policy_on_Materiality_of_Related_Party_Transactions.pdf.

During the year under review, all related party transactions entered into by the Company were approved by the Audit Committee and were at arm’s length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm’s length basis.

During the year under review, your company has acquired food retail business undertaking from Patanjali Ayurved Limited (“PAL”), a related party for a consideration of ₹ 690 Crores and entered into the transactions of sale or purchase of goods, packing materials, rendering of services and other transactions with PAL. There was no other contract or arrangement with related parties which could be considered material according to the policy of your Company on Materiality of Related Party Transactions. The disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is attached with this Annual Report.

Details of related party transactions entered into by the Company in terms of Ind AS-24 have been disclosed in Note No. 36 of the financial statements forming part of this Annual Report.

Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee
- Risk Management Committee

Details of composition, terms of reference and number of meetings held for respective committees are given in the Corporate Governance section, which forms a part of this Report. Further, during the year under review, all recommendations made by the various committees have been accepted by the Board.

Vigil Mechanism/Whistle Blower Policy

Your Company has adopted a Vigil Mechanism/Whistle Blower Policy in terms of the provisions of Companies Act, 2013 and the Listing Regulations, to provide a formal mechanism to the Directors and employees of the Company to report their genuine concerns and grievances about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct or Ethics. The policy provides adequate safeguards against victimisation of Directors and employees who avail such mechanism and also provides for direct access to the Vigilance Officer and the Chairman of Audit Committee.

The Audit Committee of the Board is entrusted with the responsibility to oversee the vigil mechanism. During the year, no personnel were denied access to the Audit Committee. The Vigil Mechanism/ Whistle Blower Policy is available on the website of the Company at http://www.patanjalifoods.com/policies/Whistle_Blower_Policy.pdf.

Disclosure Under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The aim of the policy is to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. All employees (permanent, contractual, temporary, trainees) are covered under the said policy.

Your company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to redress complaints received, if any, on sexual harassment.

The following is the summary of complaints received and disposed off during the FY 2022-23:

No. of Complaints received	:	NIL
No. of Complaints resolved	:	NIL
No. of Complaints pending for resolution	:	NIL

Application/Proceeding pending under the Insolvency and Bankruptcy Code, 2016 (“IBC”)

During the year under review, no application was made under IBC by or against your Company and no proceeding is pending under IBC by or against the Company.

Disclosure on borrowings

During the year under review (i) post allotment of equity shares in further public offering, the Company has redeemed 4,500 - 9% Unsecured Non-Convertible Cumulative Debentures of ₹ 10,00,000/- each aggregating to ₹ 450 Crores and repaid entire amount of bank borrowing outstanding on that date; (ii) the Company has not entered into any one time settlement with the banks or Financial Institutions who have extended loan or credit facilities to the company.

Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status and Company’s Operations in Future

There are no significant and material orders by any regulator, court, tribunal impacting the going concern status of the Company and its operations in future.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions or events on these items during the year under review:

- Receipt of any remuneration or commission from any of its subsidiary companies by the Managing Director or Whole-time Director of the Company.
- During the year under review, the Company has not bought back any of its securities / not issued any sweat equity shares / not provided any Stock Option Scheme to its employees / not issued any equity shares with differential rights.
- There was no revision of the previous year’s financial statements during the financial year under review.

Acknowledgement

The Directors take this opportunity to thank its investors, shareholders, bankers, distributors, key partners, and other service providers for their continued support. The Directors would like to convey their gratitude to Central Government, State Governments and Company’s Bankers for the assistance, co-operation and encouragement they extended to the Company and look forward to their continued support.

The Directors acknowledge the valuable assistance, support and guidance given by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges and Depositories.

The Directors wish to place on record their appreciation to employees at all levels for their dedication and commitment.

For and on behalf of the Board of Directors of
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)

Acharya Balkrishna
Chairman
DIN:01778007

Place: Haridwar
Date : August 11, 2023

ANNEXURE – I

DETAILS PERTAINING TO REMUNERATION

[As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended March 31, 2023 and the percentage increase in the remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year ended March 31, 2023 is as under:

Name of Director / Key Managerial Personnel	Ratio of remuneration of each Director to the Median remuneration of Employee	% increase in remuneration in the financial year ended March 31, 2023
Executive Director		
Shri Ram Bharat Managing Director	N.A.	N.A.
Non-Executive Directors		
Shri Acharya Balkrishna Non-Executive Non-Independent Director – Chairman	N.A.	N.A.
Shri Swami Ramdev Non-Executive Non-Independent Director	N.A.	N.A.
Shri Girish Kumar Ahuja Independent Director	7.05	N.A.
Shri Tejendra Mohan Bhasin Independent Director	6.58	N.A.
Smt. Gyan Sudha Misra Independent Director	3.29	N.A.
Key Managerial Personnel		
Shri Sanjeev Kumar Asthana Chief Executive Officer	N.A.	NIL
Shri Sanjay Kumar Chief Financial Officer (Up to June 30, 2022)	N.A.	NIL
Shri Kumar Rajesh Chief Financial Officer (w.e.f. July 01, 2022)	N.A.	23.67
Shri Ramji Lal Gupta Company Secretary	N.A.	NIL

- Notes:**
- a) No remuneration has been paid to Shri Acharya Balkrishna and Shri Swami Ramdev, Non-Executive Non-Independent Directors during the financial year ended March 31, 2023.
- b) Remuneration of ₹ 1.00 was paid to Shri Ram Bharat, Managing Director of the Company for the financial year ended March 31, 2023.
- c) No remuneration except sitting fees for attending the meetings of Board and its Committees, has been paid to Shri Girish Kumar Ahuja, Shri Tejendra Mohan Bhasin and Smt. Gyan Sudha Misra, Non-Executive Independent Directors during the financial year ended March 31, 2023.
2. The percentage increase in the median remuneration of employees in the financial year ended March 31, 2023 was 6.68% whereas there was no increase in the managerial remuneration of Managing Director during the year ended March 31, 2023.
3. There were total 5,293 permanent employees on the roll of the Company as on March 31, 2023.
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year ended March 31, 2023 was as per the policy of the Company.
5. It is hereby affirmed that the remuneration is as per the Remuneration & Board Diversity Policy of the Company.

For and on behalf of the Board of Directors of
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)

Acharya Balkrishna
Chairman
DIN: 01778007

Place: Haridwar
Date : August 11, 2023

ANNEXURE – II

SECRETARIAL AUDIT REPORT

Form No. MR-3
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)
616, Tulsiani Chambers,
Nariman Point, Mumbai-400021

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Patanjali Foods Limited** (Formerly known as Ruchi Soya Industries Limited) having CIN: L15140MH1986PLC038536 (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined through digital mode the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings,
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (d) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Further, as representation made by the management and relied upon by me, during the period under review, provisions of the Food Safety and Standards Act, 2006, to the extent of filing of returns and renewal of requisite license were complied by the Company.

As per the representations made by the management and relied upon by me, during the period under review, provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and Foreign Direct Investment.
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (v) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (vi) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”).

Annexure A

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to this report to the extent applicable, except following:

- a) **Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** – The Company did not comply with Minimum Public Shareholding (“MPS”) requirements as specified in Rule 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957.
- b) **Code of Conduct of SEBI (Prohibition of Insider Trading) Regulations, 2015** – Cases were found that designated persons have traded in securities of the Company during the closure of trading window which were reported to the BSE Limited and National Stock Exchange of India Limited and Securities and Exchange Board of India (“SEBI”) wherever required as envisaged under the relevant circulars issued by SEBI.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors, if any, that took place during the period under review, were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and as informed, there were no dissenting members’ views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me in the representations made by the management and relied upon by me, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, the following are the specific events/actions took place, having a major bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines, etc.,

- (i) The Board of Directors of the Company at its meeting held on May 18, 2022 approved the signing of the Business Transfer Agreement (“BTA”) with Patanjali Ayurved Limited (PAL) to acquire its retail food business undertaking including manufacturing, packing and labelling and retail trading of certain food products along with manufacturing plants located at Padartha, Haridwar, and Newasa, Maharashtra.

- (ii) The Company has shifted Registered Office of the Company from “Ruchi House, Royal Palms, Survey No. 169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai - 400065” to “616, Tulsiani Chambers, Nariman Point, Mumbai - 400 021” with effect from November 12, 2022.
- (iii) Each of NSE and BSE levied fine of ₹ 5,000/- per day till the date of compliance of Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 i.e. ₹ 23,600/- (including ₹ 3,600/- GST) for quarter ended June 30, 2022; ₹ 82,600/- (including ₹ 12,600/- GST) for quarter ended December 31, 2022; ₹ 5,31,000/- (including ₹ 81,000/- GST) for quarter ended March 31, 2023; and the Company paid the aforesaid Fines.
- (iv) The Issue Committee of the Board of Directors of the Company at its meeting held on April 05, 2022 has approved the allotment of 6,61,53,846 Equity Shares of face value of ₹ 2 each, for an amount aggregating to ₹ 4,300 crores.
- (v) Patanjali Ayurved Limited, one of the Promoters of the Company has sold 2,53,39,640 equity shares of the Company having face value of ₹ 2 each (representing 7% of the total issued and paid-up equity share capital of the Company) on July 13, 2023 and July 14, 2023, undertaken in accordance with the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 regarding the “Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism” issued by the Securities and Exchange Board of India, through the separate designated window of BSE Limited and National Stock Exchange of India Limited.
- Further with the above mentioned sale of shares, the shareholding of the Promoters and members of Promoter Group in the Company has reduced from 80.82% of the paid-up equity share capital of the Company to 73.82% of the paid-up equity share capital of the Company. Accordingly, the Company has become compliant with the minimum public shareholding requirements, as mandated under rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules 1957, read with Regulation 38 of the Listing Regulations.
- (vi) The Company has redeemed 2,70,77,460 - 0.0001% Cumulative Redeemable Non-convertible Preference Shares of ₹ 100/- each and 4,500-9% Unsecured Redeemable Non-convertible Debentures of ₹ 10,00,000/- each out of proceeds of fresh issue of shares through further public offer (FPO).

CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979
PR: 1683/2022
UDIN: F001403E000790510

Date : August 11, 2023
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)
616, Tulsiani Chambers, Nariman Point, Mumbai – 400021

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company.
2. My responsibility is to express an opinion on these secretarial records based on my audit.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979
PR: 1683/2022
UDIN: F001403E000790510

Date : August 11, 2023
Place: Mumbai

ANNEXURE – III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014)

1. Brief outline of the Company's Corporate Social Responsibility ("CSR") policy:

CSR forms an important part of the Company's overall philosophy of giving back to society. The Company is committed to bring positive changes in the society where it operates. As a corporate citizen Patanjali Foods Limited believes that businesses are built around strong social background and inclusive growth and it is the duty of the business to support the society, though voluntarily, in helping to improve the quality of living.

The Company has formulated a robust CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare and sustainable development of Society.

2. Composition of the CSR Committee:

The CSR Committee is in compliance with the provisions of section 135 of the Companies Act, 2013 and rules made thereunder, as amended from time to time.

The composition of the Corporate Social Responsibility Committee as on year ended March 31, 2023 is as follows:

S. No.	Name of Director	Designation/Nature of Directorship	No. of Meetings of CSR Committee held during the year	Number of meetings attended during the year
1.	Shri Acharya Balkrishna (Chairman)	Non-Executive Non-Independent	1	1
2.	Shri Swami Ramdev	Non-Executive Non-Independent	1	1
3.	Shri Girish Kumar Ahuja	Independent Director	1	1

Note : The Corporate Social Responsibility Committee was renamed as ESG and CSR Committee and Shri Ram Bharat, Managing Director of the Company was inducted as member of the Committee with effect from August 11, 2023.

3. Web-link (s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed :

The details with respect to CSR Committee, CSR Projects approved by the board and CSR Policy of the Company can be accessed from the following weblink:

Composition of CSR Committee: <http://www.patanjalifoods.com/investor/Composition%20of%20Committees.pdf>

CSR Policy: http://www.patanjalifoods.com/policies/CSR_Policy.pdf

CSR Projects: <http://www.patanjalifoods.com/csractivity.php>

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 618,39,45,307/-
- (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 12,36,78,906/-
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- (d) Amount required to be set off for the financial year: NIL
- (e) Total CSR obligation for the financial year (b+c-d): ₹ 12,36,78,906/-
6. (a) Amount spent on CSR Projects (both Ongoing and other than Ongoing Project): ₹ 12,37,00,000/-
- (b) Amount spent in Administrative overheads: NIL
- (c) Amount spent on Impact Assessment, if applicable: NIL
- (d) Total amount spent for the Financial Year {(a)+(b)+(c)}: ₹ 12,37,00,000/-

(e) CSR amount spent or unspent for the Financial Year :

Total amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
12,37,00,000	NIL	NA	NA	NA	NA

(f) Excess amount for set off, if any

1	2	(in ₹)
S. No.	Particulars	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	12,36,78,906
(ii)	Total amount spent for the Financial Year	12,37,00,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	21,094
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	21,094*

* The company has not proposed to claim set off of this amount in succeeding financial years.

7. (a) Details of Unspent CSR amount for the preceding three financial years:

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-Section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-Section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-Section (5) of Section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer	
					Nil		

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

No

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per sub-section (5) of Section 135:

Not Applicable

For and on behalf of the Board of Directors of
Patanjali Foods Limited
 (Formerly known as Ruchi Soya Industries Limited)

Ram Bharat
 Managing Director
 DIN: 01651754

Acharya Balkrishna
 Chairman
 Chairman – CSR Committee
 DIN: 0177800

Place : Haridwar
 Date : August 11, 2023

ANNEXURE – IV

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

[As per Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

The Company operates in a safe and environmentally responsible manner for the long-term benefit of all stakeholders. The Company works towards minimising the impact of its operations on the environment and is committed to take effective measures to conserve energy, promote the use of renewable energy and drive energy efficiency in its operations. During the year under review, several steps were taken for conservation of energy, some of which are listed below:

(A) CONSERVATION OF ENERGY:

(I) Steps taken to use green energy :

The Company generates 84.6 MW of power from wind energy out of which 18.6 MW is used for captive consumption. Power generated from wind farm projects at Maharashtra, Gujarat, Madhya Pradesh, Tamil Nadu and Karnataka is utilised in the manufacturing units at Nagpur, Kandla, Manglia, Chennai and Mangaluru respectively, optimising the power used from state electricity boards. Husk fired boilers are used at manufacturing facilities at Baran, Sriganganagr & Kakinada. The Peddapuram and Ampapuram manufacturing units of the Company utilise the electricity generated from the back pressure turbine to optimise energy cost.

(II) Steps taken or impact on conservation of energy:

Steam Energy Saving:

- Regular monitoring of steam trap to save heat/ steam energy.
- Insulation on valves, bend, flanges to avoid heat loss & steam energy saving.
- Condensate recovery system to utilise to save heat/ steam energy.
- Reduction of open steam in process hence to reduce steam energy at refinery.
- Conversion of diesel fuel based boiler to husk based boiler to reduce operational cost.
- Installation of Plate heat exchanger to utilise heat of final crude oil or refined oil to save steam energy.
- To increase turbine utilisation vacuum system designed on low pressure & preventing venting of steam.

(III) Steps taken by the Company for utilising alternate sources of energy:

Electrical Energy saving:

- Old & inefficient gear boxes worm reduction replaced by helical type for power saving. Variable frequency drive installed to reduce excess power consumption by motors.
- Halogen lighting replaced by LED to save electrical energy.
- Higher capacity pumps & motors replaced by efficient pumps & motors after conducting audit.
- By automation on cooling tower fan with temperature of water we reduce power consumption.

Other Areas:

- To reduce effluent water load, the Company installed nozzle centrifuse at palm oil plant to recover oil from effluent water.
- Utilisation of agro fuel with coal to reduce operation cost or steam cost.
- Installation of Reject recycle RO plant to reduce wastage of water. Utilisation of RO reject water/ blow down water directly in cooling tower of refinery to reduce water consumption in process.
- Continued the physical refining process of oil to reduce chemical consumption.

(IV) Capital investment on energy conservation equipment: Nil

(B) TECHNOLOGY ABSORPTION:

(I) Efforts made towards technology absorption:

In order to maintain its leadership position, the Company is continuously focusing on upgrading its product and manufacturing technology as well as acquiring new and advanced technology to meet the emerging expectations of the customers. The R&D department is actively involved in the development and implementation of advanced utility generation system to make manufacturing process efficient and has procured indigenous technology of Co-generation (STG set-Steam Turbine & Generator set). An expert consultant has been hired for installation of Co-generation unit (Steam Operated Turbine-Electricity Generation Unit). The activities are in full consonance with the Company's objective of utilising the most advanced energy efficient solutions at minimum cost.

(II) Benefits derived like product improvement, cost reduction, product development or import substitution:

Introduction of new technologies has helped the Company to achieve more efficient operations, manufacture high quality and safe products, reduce energy cost and better energy utilisation. By adoption of latest advanced technologies, the Company intends to capitalise and bookshelf the developed technology for incorporation into the quality products at competitive price for making them more attractive to the end customers. The Company is also taking measures to mitigate all future risks related to technology by taking appropriate emerging technology, green initiatives etc. to meet and exceed all future emissions.

(III) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

The Company has not imported any technology in last three years reckoned from the beginning of the financial year, hence nothing to report under this section.

(IV) Expenditure incurred on Research and Development:

Expenditure incurred on research and development are charged under primary heads of accounts and not allocated separately.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The foreign exchange earned in terms of actual inflows during the year ended March 31, 2023 was ₹ 47,681.82 Lakh (Previous year ₹ 24,330.16 Lakh) and the foreign exchange outgo during the year ended March 31, 2023 in terms of actual outflows was ₹ 13,91,487.76 Lakh (previous year ₹ 8,24,979.67 Lakh).

For and on behalf of the Board of Directors of
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)

Aacharya Balkrishna
Chairman
DIN: 01778007
Place: Haridwar
Date : August 11, 2023

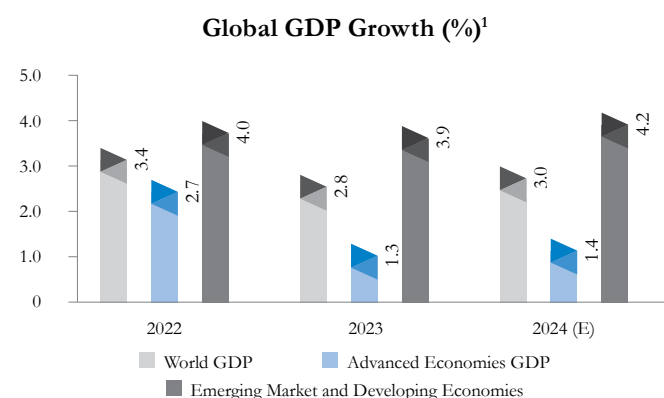
Management Discussion and Analysis Report

Global Economic Review

The calendar year 2022 commenced with a cautious sense of optimism as the global landscape navigated through various challenges. Factors such as the Russia-Ukraine conflict, supply chain disruptions, inflationary pressures and tightening monetary policies had a moderating effect on global output. Additionally, China experienced a temporary setback in growth during 2022 due to a surge in COVID-19 cases following the relaxation of restrictions. According to the International Monetary Fund (IMF), the global economy recorded a GDP growth rate of 3.4% in 2022, which was lower than the previous year's growth of 6.3%.

Outlook

Despite challenges, there is a positive outlook for the future. Inflation is expected to soften from 8.7% in 2022 to 7.0% in 2023. Emerging and developing economies are projected to demonstrate stronger growth rates compared to advanced economies. With China lifting COVID-19-related restrictions, economic activities are expected to rebound, easing supply chain challenges. The International Monetary Fund (IMF) maintains an optimistic outlook for the world economy, forecasting a growth rate of 2.8% in 2023. These projections indicate the potential for a gradual recovery and a renewed momentum in global economic dynamics.



Indian Economic Review

The Indian economy has displayed remarkable resilience, effectively navigating the global disruptions. India emerged as the world's fastest-growing economy, supported by favourable government policies and increased private consumption. Projections from the National Statistical Office (NSO) indicate that India's GDP for FY23 expanded by 7.0%, showcasing impressive growth. The economy reported growth of 9.1% in FY2021-22.²

India also enjoyed a continued growth in its private consumption which is estimated to be around 7.3% for FY23. India's notable achievement in administering the world's second-largest vaccination drive, consisting of over 2 billion doses, has not only contributed to

public health but also bolstered consumer sentiment and confidence. The RBI came up with various initiatives to curb the inflation and limit the detrimental impacts caused by it.

One of the broad signs of strong economic activity is the increase in GST collections. The average monthly gross GST collection for the last quarter of the FY 2022-23 has been ₹1.55 lakh crore against the average monthly collection of ₹1.51 lakh crore, ₹1.46 lakh crore and ₹1.49 lakh crore in the first, second and third quarters respectively³. The increasing GST collection serves as a barometer for higher consumer spending, business investment and overall confidence in the economy and its growth prospects.

Outlook

The Reserve Bank of India (RBI) has forecasted a GDP growth of 6.5% with inflation at 5.1% in FY24, signalling a positive outlook for the country's economic performance. The government's emphasis on enhancing public digital infrastructure will create abundant opportunities for individuals and businesses, fostering economic strength and promoting holistic growth across the nation⁴.

The formalisation of India's economy has brought about transformative changes, promoting transparency and yielding positive outcomes for businesses. This transformation sets the stage for a robust growth trajectory in the coming years. India's potential as a manufacturing hub has gained significant traction as countries and companies seek to diversify their manufacturing sources and relocate from China. Escalating tensions between the United States and China, driven by trade issues and technological competition, have further accelerated this trend. To leverage this opportunity, the Indian government has introduced initiatives like 'Aatmanirbhar Bharat' and 'Make in India,' aimed at strengthening the manufacturing sector. Additionally, the establishment of the Infrastructure Finance Secretariat has created a favourable environment for private investment in infrastructure.

India has set ambitious goals for its economic growth, aiming to become a \$5 trillion economy by 2025 and the world's third-largest economy by 2030. To realise its economic goals, the government has devised a comprehensive strategy that places a strong emphasis on renewable energy. India is poised to become a major player in consumer spending. Projections indicate that by 2030, India's consumer expenditure will reach an impressive \$6 trillion, positioning the country as the third-largest consumer spender globally, closely following the United States and China. This surge in consumer spending signifies the growing purchasing power and economic strength of the Indian population.⁵

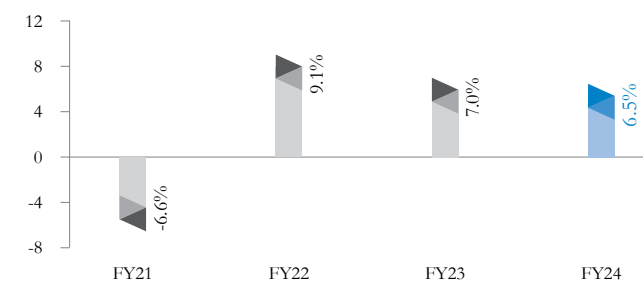
3rd
Largest consumer
spender globally

US\$6 trillion
Projected consumer
spending by 2030

⁴ The Indian Express

⁵ Fortune India

India's GDP Growth (%)⁶



Industry Overview

FMCG⁷

The FMCG sector, ranking fourth in the Indian economy, has emerged as a major employer, providing livelihood to approximately 3 million individuals. In FY23, it witnessed a revenue growth of ~9%, propelled by favourable government policies, a surge in consumer consciousness, improved accessibility and evolving lifestyles. In recent years, India has witnessed a dynamic transformation in the FMCG space. Premiumisation, urbanisation, and the health-conscious choices have not only altered consumer preferences and lifestyles but are also redefining industries. Rising disposable incomes, a growing upper middle class and a desire for improved lifestyles have turned the consumers for higher quality, aspirational, and value-added products. The health-conscious movement is gaining momentum in India as consumers become increasingly aware of the importance of well-being. A growing emphasis on holistic health, fitness, and nutrition has driven individuals to adopt healthier lifestyles. As the number of health-conscious consumers is growing in India, there is massive headroom for growth.

India's expansive digital landscape, boasting a staggering 800 million internet users who spend an average of 7.3 hours on their smartphones each day, has opened significant opportunities for the FMCG market. E-commerce has played a pivotal role in this transformation recording a 36.8 year-on-year growth in 2022 and accounting for 17% of the overall FMCG consumption. The Union Budget of FY23 allocated US\$222 million to the Department of Consumer Affairs and US\$27.82 billion to the Department of Food and Public Distribution to further push for the growth of the Indian FMCG market.

~9%
Revenue growth of the
industry in FY23

800 million
Internet users boosting
India's digital landscape

US\$27.82 trillion
Allocated to the Department of Food and
Public Distribution

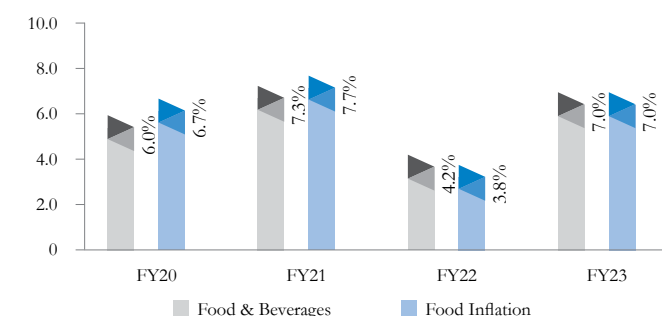
⁶ Times of India

⁷ IBEF – Indian FMCG industry

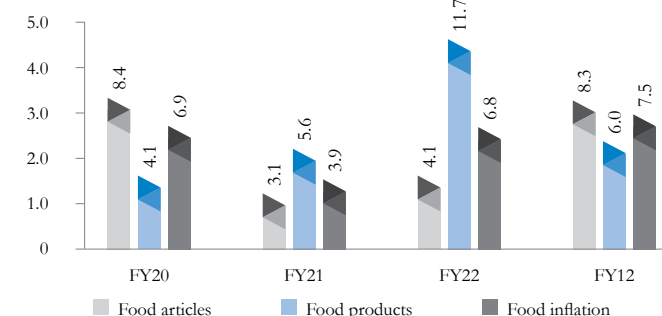
Food Inflation

The rise in retail inflation can be attributed to an escalation in food inflation, particularly within the 'Food and beverages' category, which significantly contributed to headline inflation during FY23. This inflationary trend was largely driven by factors such as vegetables, cereals, milk and spices. The Reserve Bank of India (RBI) has additionally projected persistent domestic price increases for cereals and spices in the upcoming period.

Average annual retail inflation based on CPI-C (%)⁸



Average annual retail wholesale inflation based on WPI (%)⁹



Outlook

The Indian FMCG market is poised for remarkable growth, with a projected compound annual growth rate (CAGR) of 27.9% until 2027. This is complemented by the rapid development of the Indian e-commerce market, which is expected to witness a CAGR of 26.7% until 2027, fuelled by the increasing number of internet and smartphone users. Additionally, the Indian online grocery market is forecasted to experience a robust CAGR of 32.7% until 2032. The growth of the Indian FMCG sector can be attributed to several factors, including the rising middle-class population, ongoing economic development, revival of rural markets and a young and ambitious demographic. The FMCG segment is expected to experience a volume driven growth rather than a price-led growth. With these favourable conditions in place, the Indian FMCG sector is expected to sustain its upward trajectory, presenting significant opportunities for businesses operating within this industry.

¹ IMF Data Mapper

² The Wire

³ GST Council

⁸ India Budget

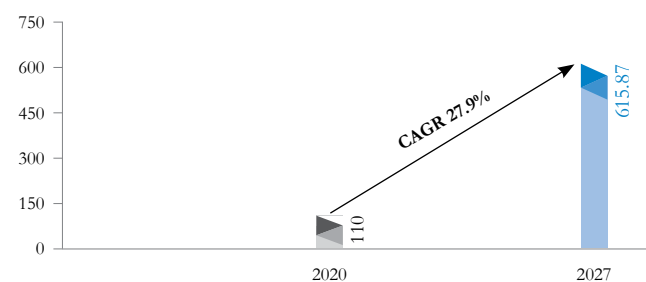
⁹ India Budget

27.9%
CAGR of the Indian
FMCG sector till 2027

26.7%
CAGR of the Indian
e-Commerce market
till 2027

32.7%
CAGR of India's online
grocery market till 2032

Forecasted Growth of the Indian FMCG Market (in \$ billion)



Growth Drivers¹¹

Population Growth

India's thriving population growth holds immense potential for the FMCG sector, paving the way for substantial growth opportunities. As the population continues to expand, the demand for FMCG products is set to rise significantly. By 2030, India's population is projected to reach a staggering 1.5 billion, further bolstering the growth prospects for the FMCG industry. With this promising outlook, FMCG companies are tapping into the vast consumer base and strategically positioning themselves for long-term success in the Indian market.

Increasing Consumer Market

By 2030, India is poised to emerge as the world's largest market for young consumers, with 357 million individuals under the age of 30. Simultaneously, the country is projected to house 290 million people in its thriving metropolitan areas. This significant demographic shift positions India as a key player in the global youth consumer market, accounting for one-fifth of its total. This surge in the young population presents a remarkable growth opportunity for the FMCG sector. With a burgeoning consumer base and a growing preference for convenience and quality products, the FMCG industry is set to flourish as it caters to the evolving needs and aspirations of India's youth.

Growth of E-commerce

The technological revolution sweeping across India has greatly enhanced accessibility to products for consumers. With the advent of websites and mobile applications, features such as advanced search options and easy ordering processes have made it incredibly convenient for users to find and purchase their desired items. Moreover, the ability to target specific demographics and personalise marketing strategies has allowed FMCG brands to engage with consumers in more meaningful ways. This surge in e-commerce is expected to continue in the future, driven by the increasing number of smartphone users and the widespread availability of internet access. Projections indicate that India will surpass 1 billion internet users by 2030, further fuelling the growth of e-commerce.

Value Augmentation

The growth of the FMCG sector in rural India is expected to be bolstered by the increasing rural consumption. The government's dedicated programs aimed at promoting rural development have also played a crucial role in supporting the growth of the rural FMCG sector. FMCG products account for approximately 36% of the total rural expenditure which is expected to increase as rural areas continue to experience economic growth and improvements in living standards. This presents a promising opportunity for FMCG companies to tap into the vast potential of rural markets and cater to the evolving needs and aspirations of rural consumers.

Technology

Market research and data analytics play a pivotal role in understanding consumer behaviour and purchase patterns in the FMCG sector. They provide valuable insights that help businesses identify trends and adapt their strategies accordingly. With the rapid advancement of technology, companies can now leverage the latest software and tools to stay ahead of changing consumer demands. By integrating these cutting-edge technologies, companies can optimise their supply chains, making them more efficient and adaptable to market fluctuations. This not only enhances their ability to meet consumer expectations but also improves overall operational efficiency. Embracing technological advancements in market research and data analytics empowers FMCG businesses to make data-driven decisions, stay competitive, and effectively cater to the evolving needs of their customers.

Creation of Brand Communities

In the current landscape, consumers have easy access to information about other consumers who have made similar transactions. This has prompted companies to develop marketing strategies aimed at fostering brand communities among like-minded customers who share common social, political and cultural attributes. By building these communities, companies can create a sense of belonging and connection among their customers, leading to increased brand loyalty and advocacy. These strategies focus on creating platforms and spaces where customers can engage with each other, share experiences and form relationships based on their shared interests and values.

1.5 billion
The forecasted population
of India by 2030

Largest
Market for young
consumers by 2030

1 billion
Forecasted internet users
in the country by 2030

Nutraceuticals

The significant growth of India's Nutraceuticals sector can be largely attributed to the impact of the COVID-19 pandemic on the consumers' mindsets. The pandemic prompted a noticeable change in consumer preferences, with a greater emphasis on preventive healthcare, healthier products and adopting healthier lifestyles. This shift in demand resulted in pharmacies stocking up on nutraceuticals, which in turn contributed to the substantial growth of the sector. Estimates indicate that during the pandemic, a staggering number of over 640 million Indians consumed nutraceuticals. The pandemic served as a catalyst for the heightened awareness and prioritisation of health and wellness, driving the demand for nutraceutical products.¹²

Outlook¹³

The Indian nutraceuticals market is poised for promising growth, with estimates projecting a compound annual growth rate (CAGR) of 15% until 2028. This upward trajectory has attracted the attention of global companies, who recognise the immense potential of India's growing consumer base. Factors such as the rise in disposable income, rapid urbanisation, a growing middle class and the expansion of the e-commerce sector have contributed to the robust growth of the domestic nutraceuticals market. These favourable conditions create a favourable environment for both local and international players to capitalise on the increasing demand for nutraceutical products in India. With a thriving market and a positive outlook, the Indian nutraceuticals industry presents significant opportunities for

companies looking to expand their presence and cater to the evolving needs of health-conscious consumers.

640 million
Indians consumed
nutraceuticals during
the pandemic

15%
CAGR of the Indian
nutraceuticals market
till 2028

Growth Drivers¹⁴

Shifting Mindset of Consumers

There is a notable shift in consumer behaviour towards taking a proactive approach to their health and well-being. Individuals are now more conscious about the products they consume, ensuring that they contribute to their overall wellness. This presents a significant chance for the Nutraceuticals Industry in India to experience significant expansion. In line with this trend, the Indian preventive healthcare sector is projected to witness remarkable growth, with estimates indicating that it will reach a value of \$197 billion by 2025, reflecting a CAGR of 22%.

Personalised Products

The rapid growth of e-commerce and increased health awareness among consumers have empowered them to utilise available technology to access products that align with their specific needs and preferences. This trend reflects consumers' proactive approach towards improving their well-being and their ability to explore and find the most suitable products. With the convenience and wide range of options offered by e-commerce platforms, consumers now have enhanced accessibility to diverse product offerings. This shift not only benefits consumers in finding products that cater to their unique requirements but also enables businesses to connect with their target audience more effectively.

Increased Consumer Awareness

Consumers are displaying a growing consciousness regarding the sourcing and development practices employed by companies. This shift in consumer behaviour is prompting brands to adopt a more transparent approach and provide robust scientific research and evidence to support their product claims. In response to this demand, the nutraceutical segment is experiencing a surge in investments dedicated to research and development (R&D) and innovation which has empowered it to address specific health concerns with targeted solutions. The commitment to R&D and innovation not only ensures that brands are meeting consumer expectations for efficacy and safety but also paves the way for advancements in the field of nutraceuticals.

¹⁰ Maximise market research

¹¹ IBEF Blog

¹² Nutraingredients Asia

¹³ Times of India

¹⁴ Times of India

Consumer Experience and Product Innovation

Companies are actively developing nutraceuticals in various convenient forms such as tablets, gummies, chewable and mixes, making them easily consumable for individuals. Furthermore, these companies are committed to providing comprehensive information about their products to consumers, enabling them to make well-informed decisions regarding their health and well-being. By offering transparent details about the ingredients, dosage and potential benefits, companies aim to empower consumers to choose the nutraceutical products that align with their specific needs.

22%
CAGR of the Indian preventive healthcare sector till 2025

\$197 billion
Estimated Indian preventive healthcare sector's value by 2025

Emerging Hub of Nutraceuticals¹⁵

The nutraceutical industry is experiencing a significant upswing in India, driven by a growing consumer focus on health, hygiene and wellness amplified by the impact of the pandemic. Domestic manufacturers are fulfilling a substantial portion of the country's nutraceutical demand, and the sector is set to witness continuous growth. Factors such as the health consciousness wave sweeping the nation, easier access to nutraceuticals through retail, e-commerce, social media platforms and the dedicated category for health-boosting supplements in India's vast e-retail landscape contribute to increased demand and sales. Aggressive marketing strategies centred around self-care and promotion through medical pharmacies have further bolstered the sales of nutraceutical products.

The trust in herbal and herb-derived formulations among Indian consumers has also contributed to the industry's success. Moreover, the diverse range of nutraceutical offerings has enabled manufacturers with production capabilities to cater to a wide market without the need for extensive infrastructure setup. As the nutraceutical market in India continues to evolve, domestic manufacturers stand at the forefront, fulfilling the nation's growing demand for preventative healthcare products.

Edible Oil

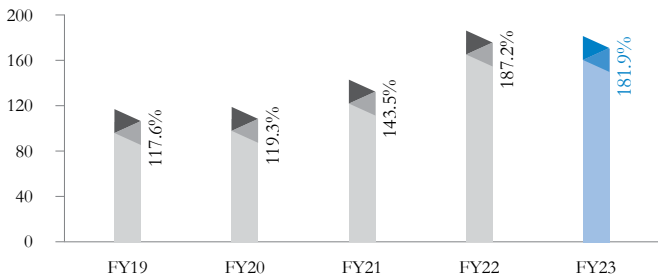
India has emerged as the leading global importer of edible oil with estimates indicating that India imports approximately 15% of the world's total edible oil as of FY23. While imports were historically cost-effective, recent challenges such as supply chain disruptions due to the pandemic and conflicts between Russia and Ukraine have resulted in increased prices for imported edible oil. This has pushed the government of India to push for the increase of domestic edible oil production.

¹⁵ Financial Express

¹⁶ Statista

¹⁷ IMARC Group

Wholesale Price Index of edible oils across India¹⁶ (%)



Outlook¹⁷

The future of the Indian edible oil market looks promising, with projections indicating significant growth in the coming years. By 2028, the market size is expected to reach a substantial 26.7 million tonnes, with a compounded annual growth rate (CAGR) of 1.55% leading up to that year. The increasing awareness among consumers about health concerns and the role of edible oil in maintaining well-being is a key driver behind this growth. Moreover, the growing presence of international cuisines in India has further propelled the demand for edible oil, given its multiple applications in cooking. Recognising the importance of this sector, the Indian government has proposed the National Mission on Edible Oil (NMEO) to ensure the country's self-sufficiency in edible oil production and meet the rising consumption demands.

26.7 million tonnes
Indian Edible Oil market size by 2028

1.55%
CAGR of the Indian Edible Oil market till 2028

Growth drivers¹⁸

Rising Consumer Health Concerns

Consumers are adopting a more health-conscious approach, placing greater emphasis on improving their well-being. As a result, there has been a noticeable shift in their dietary choices, with an increased focus on incorporating edible oil into their meals. The rising awareness of the benefits associated with consuming edible oil, such as its contribution to a balanced diet and overall health has played a significant role in this trend. Consumers are gradually recognising the importance of incorporating quality edible oils in their cooking and food preparation processes to promote a healthier lifestyle.

Additional Players in the Segment

The edible oils sector is witnessing a surge in new entrants, contributing to a vibrant and competitive domestic market. The growing number of companies entering this sector brings with it a diverse range of products, offering consumers a wider variety of choices. With more

players in the market, consumers can expect an expanded selection of edible oil products that cater to their specific preferences and dietary needs. This influx of competition not only enhances consumer options but also encourages companies to continually improve their offerings, ensuring quality, affordability and innovation.

Domestic Push

The Indian government is actively working towards reducing the nation's reliance on imported edible oil. To achieve this objective, several schemes and policies have been implemented to support the domestic production and increase the availability of domestic edible oil. While the international market is anticipated to witness a decline in edible oil prices, the government's focus is on enhancing India's self-sufficiency and resilience to global fluctuations.

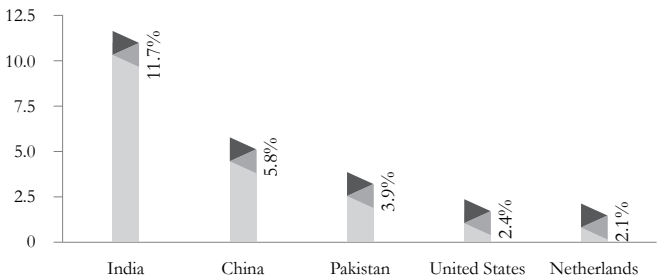
Oil Palm Plantation

India stands as the largest importer and second-largest consumer of palm oil globally with estimates suggesting that the country imports around 14 Million Tonnes (MT) of palm oil every year. While India's domestic production of palm oil is growing, the country continues to rely primarily on imports to meet its demand. The versatility of palm oil extends beyond the food industry, with increasing demand observed in non-food applications like surfactants, personal care products, cosmetics, and agrochemicals. This diversification of usage presents a promising opportunity for the palm oil sector.

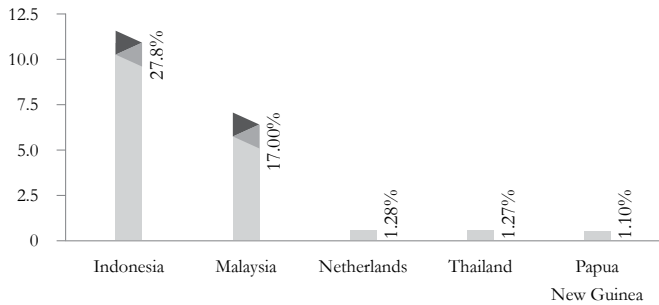
Largest
Importer of palm oil in the world

Second largest
Consumer of palm oil in the world

Top 5 importers of palm oil in the world in 2022¹⁹ (in \$ billion)



Top 5 exporters of palm oil in the world in 2022²⁰ (in \$ billion)

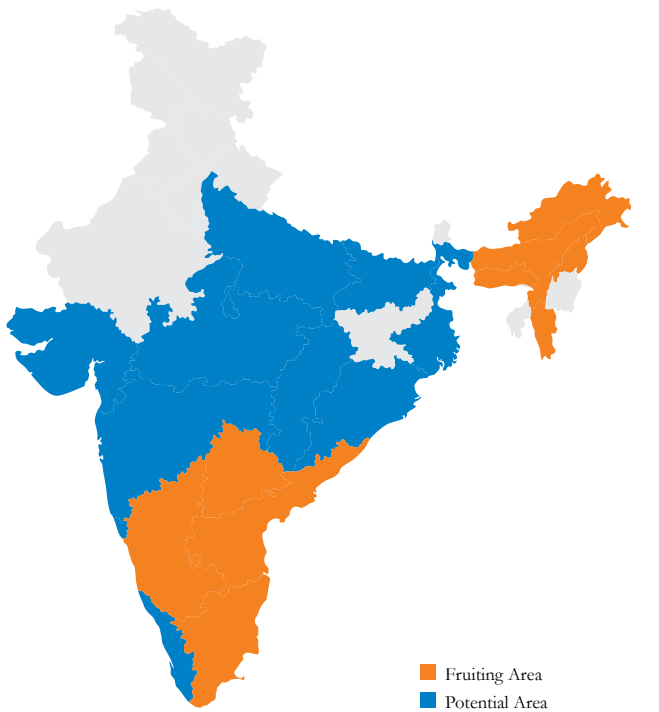


Potential Area and Area Coverage under Oil Palm²¹

27.99 lakh Ha.
Potential area

3.50 lakh Ha.
Area covered

1.89 lakh Ha.
Fruiting area



¹⁸ Press Information Bureau

¹⁹ World's Top Exports – Top Palm oil Imports

²⁰ World's Top Exports – Top Palm oil Exports

²¹ National Mission on Edible Oils

Outlook²²

The Indian palm oil market is poised for steady growth, with an estimated CAGR of 5.6% until 2028. In line with reducing import dependency, the government has introduced the ambitious ‘National Edible Oil Mission’, targeting a 30% reduction in imports by 2030. As part of this mission, India aims to expand the cultivated area dedicated to palm oil to 1 million hectares by 2026. With increasing emphasis on cultivating palm oil within the country, India is set to strengthen its position as a key player in the global palm oil market. The projected growth and government initiatives present promising opportunities for the domestic palm oil industry in the coming years.²³

5.6%
CAGR of the palm oil market
by 2026

Growth drivers²⁴

Domestic Push for Production

The Indian government is committed to promoting self-reliance and reducing dependency on imports, particularly in the palm oil sector. Recognising the importance of a resilient and robust domestic supply chain, the government has placed a greater emphasis on increasing the production of palm oil within the country. The disruptions faced in the past have served as a catalyst for this strategic shift, highlighting the vulnerabilities associated with relying heavily on imports.

Diverse Applications of Palm Oil

The demand for palm oil has witnessed a steady rise due to its versatile applications. Apart from being widely used in processed food items, palm oil has found increasing usage in non-food sectors such as surfactants, personal care products, cosmetics, agrochemicals, and biofuels. This diverse range of applications has contributed to the growing demand for palm oil in various industries. The versatility of palm oil as a raw material has not only bolstered its consumption in the food sector but has also opened new avenues in non-food industries, where its unique properties are highly valued.

Rapidly Growing Domestic Food Service Sector

The food service sector in India is witnessing rapid growth, encompassing a wide range of establishments such as hotels, cafes, restaurants, and more. This flourishing sector heavily relies on the seamless production and availability of palm oil, which plays a pivotal role in their operations. The increasing demand from the food service industry is a key driving force behind the growth of the palm oil market in India.

Wind Power

India is currently the 4th country in the world in terms of installed wind energy capacity. With a clear vision of promoting sustainable practices and clean energy sources, the government has unveiled an extensive plan to ignite a green revolution in India. Central to this plan is the ambitious target of installing 500 GW of renewable energy capacity by 2030, showcasing the nation’s commitment to a greener future. This comprehensive strategy includes the installation of 280 GW of solar power and 140 GW of wind power, harnessing the immense potential of these renewable sources. Notably, India’s consistent investments in wind energy have propelled the country to the fourth position in terms of renewable energy capacity and wind energy specifically.

4th largest
Installed wind energy
capacity in the world

140 GW
Targeted wind energy
capacity by 2030

Outlook²⁵

India’s cumulative wind energy capacity is poised to experience a steady and optimistic growth, reaching a capacity of 52.48 GW by FY27 at a CAGR of 5.84%.²⁶ This upward trajectory is attributed to the government’s proactive initiatives and focus on attaining the national renewable energy targets. Recognising the immense untapped potential of the domestic offshore wind energy market, India is also directing its efforts towards bolstering it with an ambitious target of installing 30 GW of offshore wind power by 2030. By harnessing the vast offshore wind resources, India aims to further expand its renewable energy portfolio and solidify its position as a front-runner in the global renewable energy sector.

30 GW
Targeted offshore wind
energy capacity by 2030

52.48 GW
Wind energy capacity
by FY27

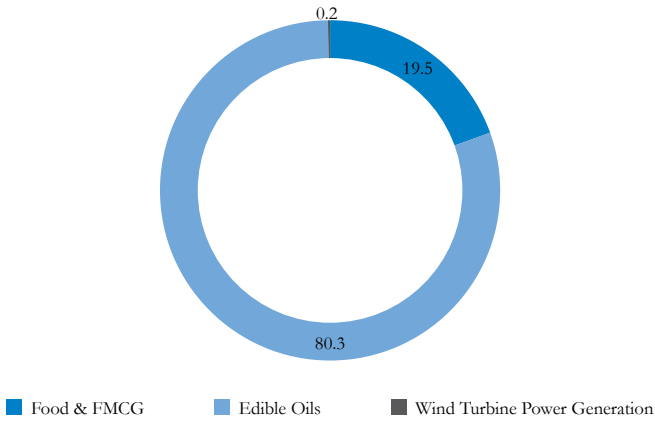
5.84%
CAGR of wind energy
capacity by FY27

Business Overview

In FY23, our performance has soared to new heights, reflecting the commitment of our dedicated team. We proudly celebrate our remarkable success across diverse segments, a testament to our relentless pursuit of excellence. Through continuous improvement initiatives, we have achieved outstanding results, driving us to explore new avenues and diversify our revenue mix strategically. Embracing

calculated risks, we have navigated towards success by increasing the share of our FMCG segment in the revenue mix, safeguarding against uncertainties and propelling us towards a more resilient future. The relentless pursuit of growth and innovation remains at the heart of our endeavours as we strive to exceed expectations and create a lasting impact in the market.

Segment-wise revenue mix in FY23



Food & FMCG

In the dynamic landscape of FY23, our FMCG segment has emerged as a standout performer, registering remarkable growth and cementing its position as the fastest-growing segment within our Company. We have witnessed steady progress across our 4 verticals in the segment. This was possible due to the strong foundation laid by our robust distribution network and the trust of our valued customers in our brand, which we have diligently built over four decades. As we reflect on this journey, we take pride in leveraging our brand equity and distribution prowess, enabling us to navigate challenges and seize opportunities, propelling ourselves towards a bright and promising future.

In FY23, we have achieved an extraordinary milestone, recording a remarkable revenue of ₹6,218 Crores and a robust EBITDA of ₹1,137 Crores. This extraordinary growth can be attributed to our strategic focus on premiumisation, where we have expanded our product offerings and ventured into diversified distribution channels. We continue to be industry pioneers in texturised soya products and our ghee, biscuits and honey are immensely popular with our customers.

Our relentless efforts in strengthening our FMCG segment have paid off, driving the impressive financial performance that reflects our commitment to innovation, customer satisfaction and sustainable growth. As we continue to forge ahead on this trajectory, we remain dedicated to further elevating our brand, expanding our market

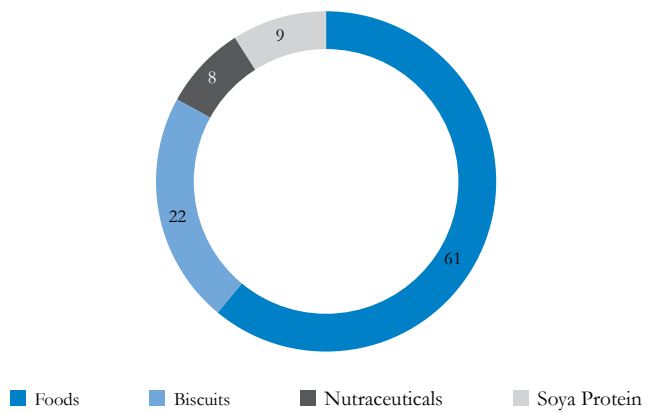
presence and delivering unparalleled value to our customers and stakeholders alike.

₹6,218 crores
Revenue achieved in FY23
269.41% y-o-y growth

₹1,137 crores
EBITDA achieved in FY23
501.26% y-o-y growth

Snapshot of our FMCG verticals

Revenue mix of our FMCG Business verticals



Foods

₹3,791 crores
Revenue in FY23

₹808 crores
EBITDA for FY23

Biscuits

₹1,352 crores
Revenue in FY23

₹118 crores
EBITDA

Nutraceuticals

₹509 crores
Revenue in FY23

₹211 crores
EBITDA

Soya Protein

₹566 crores
Revenue in FY23

²² The Hindu Business line

²³ Financial express

²⁴ IMARC Group

²⁵ Mordor Intelligence

²⁶ Businesswire

Outlook

In the coming years, our ambitions revolve around seizing opportunities in the market by embracing the concept of premiumisation and introducing innovative new products. We aim to fortify our market presence through enhanced distribution channels, ensuring our products reach customers nationwide. Diversifying our offerings in line with customer preference and evolving trends, will enable us to cater to various consumer segments, fostering stability in our business with higher margins. Moreover, we are attuned to the evolving consumer preferences for health and wellness, and we plan to capitalise on the strong brand recall and success of our Nutrela, Patanjali & other brands. As we embark on this journey, we strive to uphold our core values of quality, sustainability and customer-centricity, driving us towards sustained growth and delivering exceptional value to our customers and stakeholders.

Edible Oils

As a significant contender in India’s integrated oilseed solvent extraction and edible oil refining industry, our accomplishments have been fuelled by health-centric value propositions. In addition to our notable presence in the oil palm plantation and oleochemicals sectors, we are in sync with the national endeavour to curtail edible oil imports to solidify the economic well-being of the nation.

Our three Edible Oils Verticals

Edible Oils business



Oil Palm Plantation



Oleochemicals



Our Verticals

Edible Oils Business

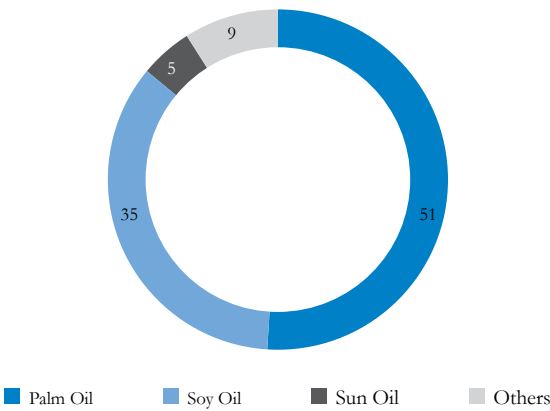
Despite external challenges, our Edible Oil segment has showcased exceptional performance, surpassing expectations in FY23. We achieved a remarkable 21% growth in volume, outpacing the industry’s average growth rate of approximately 3%. Our revenue soared to ₹24,473 Crores, and our EBITDA reached ₹14 Crores. This success can be attributed to our commitment and strategic investments in bolstering our supply chain, enhancing processing capabilities, and expanding distribution networks. With these efforts, we have fortified our position in the market and are poised for sustained growth in the Edible Oils segment in the years to come.

₹24,473 crores
Revenue in FY23

₹14 crores
EBITDA in FY23

21%
Growth in volume

Revenue mix (%)



Outlook

Our extensive oil refining infrastructure and capacity have solidified our position as a key player in the seed crushing industry. As one of the largest producers of Soya by-products in the country, we are witnessing strong demand for our non-GM soybean meal from international markets. Our robust distribution network is geared towards promoting Premium and blended oils, enabling us to achieve better profit realisation. We prioritise product innovations and fortifications with essential micronutrients, further reinforcing our commitment to delivering nutritious and health-conscious offerings to our valued consumers. With these strengths, we are well-positioned to continue our upward trajectory and make a positive impact in the market.

Robust Brands

Ruchi Gold	Mahakosh	Sunrich
One of the leading Indian palm oil brands	Focused on middle income segment	Mid-market sunflower oil brand
Nutrela	Patanjali	Soyumm
Consists of premium & blended oils	Strong brand in Mustard oil along with premium products	Strong recall across India

Oil Palm Plantation

In FY23, our Oil Palm Plantation segment achieved remarkable growth and expansion by adding 63,816 hectares of land under cultivation, resulting in a total land allocation of 6,28,000 hectares. This expansion contributed to an impressive annual revenue of ₹1,161 crores and EBITDA of ₹216 crores, highlighting the segment’s robust financial performance. As one of the largest players in the country based on allocated area, our asset-light business model is facilitated by a Public Private Partnership through a tripartite agreement between farmers, the government, and our company.

This strategic collaboration enables us to further strengthen our presence and drive sustainable growth in the Oil Palm Plantation segment. Additionally, our partnership with leading overseas suppliers underscores our commitment to maintaining high-quality standards and promoting the adoption of advanced agricultural practices. To further solidify our position and accelerate growth, we proactively engaged with several states through Memorandums of Understanding (MoUs), forging strategic partnerships that will bolster our operations and drive the expansion of our oil palm plantation segment. With these concerted efforts, we are poised to capitalise on emerging opportunities and drive sustained success in this segment.

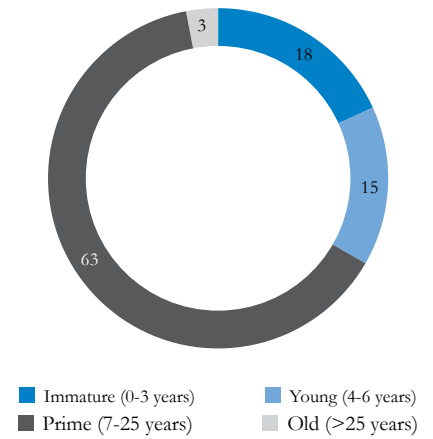
₹1,161 crores
Revenue in FY23

63,816 Ha.
Of land added under cultivation in FY23

₹216 crores
EBITDA in FY23

6,28,000 Ha.
Total land allocated as of FY23

Age profile of our Oil Plantation (%)



Outlook

Our oil palm plantation segment is projected to experience a remarkable fourfold increase in value over the next four years, signalling an exciting period of growth and prosperity. This significant expansion is the result of our strategic plans to further develop and enhance our presence in the industry. In FY24, we have ambitious plans to establish plantations across 25,000 hectares, setting the stage for accelerated progress and promising returns. With such robust expansion initiatives in place, we are confident in our ability to capitalise on the immense potential of the oil palm market and drive sustained growth for our Company. Through innovative practices, responsible stewardship, and continuous improvement, we are committed to achieving new heights in the oil palm plantation segment and contributing to the economic development of the regions we operate in with a business model that harmonises seamlessly with the Atmanirbhar Bharat campaign of the National Mission on Edible Oil – Oil Palm (NMEO-OP).

Performance and financial overview

We experienced another year of outstanding performance, driven by our varied strategic decisions, growing FMCG segment and our commitment to quality control, premiumisation and portfolio diversification. Across all business segments, we have achieved remarkable progress, capitalising on shifting consumer sentiments. Our strong brand presence has not only strengthened our foothold in existing markets but also allowed us to penetrate new regions. Our state-of-the-art manufacturing and distribution facilities play a crucial role in ensuring our operational efficiency, enabling us to meet the demands of our dynamic market. With this strong foundation, we are well-positioned to continue our growth trajectory and deliver value to our stakeholders in the years ahead.

In FY23, we achieved a revenue of ₹31,821 Crores, a 31% increase compared to last year's revenue of ₹24,284 Crores. Our EBITDA reached ₹1,577 Crores, reflecting a year-on-year growth of 0.73% compared to ₹1,566 crores. We recorded a Profit Before Tax (PBT) of ₹1,179 Crores which is a 9.8% increase from last years' PBT of ₹1,074 Crores. The net profit for the year stood at ₹886 Crores which is 9.9% higher than previous years' net profit of ₹806 Crores.

Financial Review and Analysis

Particulars	(₹ in Lakh)	
	FY 2022-23	FY 2021-22
Total Income (including other income)	31,82,145.48	24,28,438.22
Less: Total expenses other than finance cost and depreciation	30,24,401.27	22,71,839.53
Profit/(Loss) before depreciation, finance cost and tax	1,57,744.21	1,56,598.69
Less: Finance cost	23,885.08	35,487.79
Less: Depreciation and Amortisation and impairment Expenses	15,963.00	13,672.75
Profit for the year before exceptional items and tax	1,17,896.13	1,07,438.15
Profit for the year before tax	1,17,896.13	1,07,438.15
Total Tax Expenses	29,252.02	26,807.26
Net Profit for the year after tax	88,644.11	80,630.89
Add: Items that will not be reclassified to statement of Profit and Loss	(476.35)	1,222.70
Add: Items that will be reclassified to statement of Profit and Loss	37.05	8.68
Total Comprehensive income for the year	88,204.81	81,862.27

Details of Significant Changes in the Key Financial Ratios and Return on Net Worth

Pursuant to the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company including explanations thereof are given below:

Sl. No.	Key Financial Ratios	FY 2022-23	FY 2021-22	% of changes in Key Financial Ratios	Explanation
1	Debtors Turnover	26.34	39.21	(32.82)	This decrease is due to increase in revenue from operations as compared to average trade receivables.
2	Inventory Turnover	8.94	9.06	(1.32)	Not Applicable
3	Interest Service Coverage	5.94	4.03	47.39	This increase is due to decrease in current year interest expenses due to repayment of all debts.
4	Debt Service Coverage	0.40	2.49	(83.94)	This decrease is due to repayment of all debts resulting in less finance cost as compare to previous financial year.
5	Gearing Ratio	0.16	0.64	(75.00)	In current financial year, the Company has issued equity shares by way of further public offering (FPO), resulting in increase in total equity and repayment of all debts. This is the reason for sharp decrease.
6	Current Ratio	2.44	2.82	(13.48)	Not Applicable
7	Debt Equity Ratio	0.16	0.64	(75.00)	In current financial year, the Company has issued equity shares by way of further public offering (FPO), resulting in increase in total equity and repayment of all debts. This is the reason for sharp decrease.
8	Operating Profit Margin	4.46%	5.89%	(24.30)	Not Applicable
9	Net Profit Margin	2.81%	3.33%	(15.59)	Not Applicable
10	Return on Net Worth	11.07%	15.76%	(29.76)	This decrease is due to increase in average equity.

Internal Control Systems

The Company has a well-established and comprehensive internal control system and structure across the value chain to ensure that its assets are safeguarded; transactions are authorised, recorded and reported correctly; and operations are conducted in an efficient and cost-effective manner. The Company has well defined policies and procedures that cover all significant activities. The effectiveness of the

same is tested which includes financial closure, automated controls, and entity level controls. Adherence to these policies and procedures is a vital component of the management review process. The Company has an online compliance management tool that offers comprehensive coverage of all laws that apply to the business and provides compliance updates for each of the operating units.

The internal control system is regularly tested and reviewed by an Independent Internal Auditor, commensurate to the size and nature of the business. The Internal Auditor is appointed by the Audit Committee of the Board. Internal audits are undertaken on a continuous basis, covering various areas, with the intent to cover all material business processes and locations under internal audit. The internal audit program is reviewed by the Audit Committee at the beginning of the year to ensure that the coverage of the areas is adequate. The reports of the internal auditors are regularly reviewed by the management and corrective action is initiated to strengthen the controls and enhance the effectiveness of the existing systems. Summaries of the reports and actions taken on audit findings are presented to the Audit Committee of the Board.

Information Technology

Efficiency is a crucial driver of our success, automating routine tasks can greatly enhance overall efficiency. We recognise the importance of our IT systems in enabling automation and ensuring secure enterprise operations. By focusing on functionality, infrastructure and governance, we aim to optimise our IT systems and enhance our capabilities. This strategic approach helps streamline processes, improve productivity and maintain a secure environment for seamless automation.

SAP – ERP Used to manage the core business functions efficiently from Human Resource, accounts and financials, purchasing, inventory, supply chain, sales and customer relationships to reporting and analytics.	HR – Konnect Used as employee self-service tool to manage their personal information, leave, attendance and PMS online.	B-POS Real Time Cloud-Based Solutions which is being used for secondary sales. With this, retailers are managing Inventory & Accounting, GST Reports, E-way bill, E-invoice, Loyalty Programs Management, Schemes & Offers Automation of PFL.
B-FORCE Used for sales force automation. Implemented Key features are Attendance Management, Expense Management, Complaints, Payments and Target Management.	I-Palm Used for automation of FFBs procurement process end to end through HHD (Hand Held Device).	GEO-TAG an application to Capture Land Parcels, Capture GPS coordinates of Farmer's Land Parcels boundaries and link to the Crop Management System. It gives us complete tracking & monitoring of the Field Force.
Tableau We harness the power of data analytics to enhance our performance insights empowering us to foster a comprehensive understanding of our operations and trends. It also enables us to effectively share diverse datasets with our stakeholders in an interactive format.		Power BI We leverage valuable insights within our organisation to drive continuous evolution, utilising data integration to enhance our business intelligence.

Key Projects Implemented During FY 2022-23

We successfully acquired the food business of Patanjali Ayurved for approximately ₹690 crores to strengthen our foothold in the Food and FMCG sector. This strategic acquisition has yielded remarkable outcomes, enhancing our food portfolio with the addition of 21 new products. Consequently, we have reinforced our position as a household brand and strategically positioned ourselves to assertively capture a larger share of the FMCG market. This acquisition also aligns seamlessly with our growth trajectory and further solidifies our market presence.

Human Resource

We value our human capital and recognise its pivotal role in driving our business performance. As of March 31, 2023, our Company has employed a significant number of full-time employees, highlighting their importance within our organisation. To enhance the employee experience, our Company adopts a focused approach, emphasising a high-performance culture through robust performance management systems, learning and development initiatives and system-driven HR processes.

Furthermore, our Company's commitment to creating an exceptional workplace environment is evident through the certification as a Great Place to Work. This certification reflects our Company's excellence in fostering respect, fairness, credibility, pride and camaraderie among its employees.

We are embracing global best practices in the HR domain. Our HR is taking on a more strategic role, ensuring the recruitment of top talent, identifying future core capabilities, and implementing focused approaches for our Company's growth. We emphasise on continuous improvement by enhancing and automating our HRIS system, reskilling and upskilling our employees through dedicated programs, and driving leadership, culture and overall employee experience. Through these efforts, we aim to create an environment that attracts and retains talented individuals, supports their development, and contributes to the overall success and growth of the organisation.

Cautionary Statement

Certain statements in the 'Management Discussion and Analysis' section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Board of Directors envisage in terms of future performance and outlook. Investors are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties including, but not limited to, risks inherent in our Company's growth strategy, dependence on certain businesses, dependence on the availability of qualified and trained manpower and other factors discussed. This discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

Corporate Governance Report

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **“the Listing Regulations”**), the Company’s Report on Corporate Governance for the year ended March 31, 2023 is set out below:

Company’s Philosophy on Corporate Governance:

Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Corporate Governance is based on the principles of integrity, transparency, accountability and commitment to values. The company’s views are not only to comply with the statutory requirements in letter and spirit, but also to aim at implementing the best practices, keeping in view the overall interest of all its stakeholders. Your Company takes Corporate Governance as a critical tool to enhance trust of its Customers, Employees, Investors, Government and the Community at large and achieve its goal of maximising value for its stakeholders. The Company has adopted a Code of Conduct for Board Members and senior management.

Ethical dealings, transparency, integrity, fairness, disclosure and accountability are the main thrust of the working of the Company.

The Company further believes that the concept of corporate governance is founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company has always given its best efforts to uphold and nurture these core values across all operational aspects.

The Company continuously follows the procedure of Corporate Governance for ensuring and protecting the rights of its shareholders by means of transparency, integrity, accountability, trusteeship and checks at different levels of the management of the Company.

The following table gives the composition and category of the Directors on the Board as on March 31, 2023, their attendance at the Board meetings during the year under review and at the last annual general meeting, and also the number of Directorships and committee memberships/ Chairmanships held by them in other Companies and names of the other Listed Companies where he/she is a Director and the category of Directorship:

Name of Director	Category	Attendance Particulars		Number of other Directorships and Committee Memberships/ Chairmanships			Name of other Listed Companies and category of Directorship
		Board Meeting	Last AGM	Other Directorship	Committee Memberships	Committee Chairmanships	
Shri Acharya Balkrishna, Chairman and Director	Promoter, Non-Executive	10	Yes	8	0	0	0
Shri Swami Ramdev, Director	Promoter, Non-Executive	11	Yes	3	0	0	0
Shri Ram Bharat, Managing Director	Promoter, Executive	11	Yes	8	0	0	0
Shri Girish Kumar Ahuja, Director	Independent Non-Executive	11	Yes	9	9	3	1. Amber Enterprises India Limited (Non-Executive Independent) 2. Unitech Limited (Nominee Non-Executive) 3. Devyani International Limited (Non-Executive Independent)

Board of Directors (“Board”):

Composition, Category and size of the Board

The Board of the Company is broad-based and consists of eminent individuals. The Company is managed by the Board of Directors in co-ordination with the Senior Management team.

As on March 31, 2023, the Board of the Company comprises of six (6) directors. The Board has an optimum combination of executive and non-executive directors including one (1) woman independent director. Out of total six (6) directors, one (1) is executive director, two (2) are non-executive directors and three (3) are independent directors. The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013 (**“the Act”**).

Meetings of Board

During the year, Company’s Board met eleven (11) times i.e. April 08, 2022, April 10, 2022, May 18, 2022, May 27, 2022, June 29, 2022, August 05, 2022, August 10, 2022, August 23, 2022, November 12, 2022, January 07, 2023 and January 25, 2023. The Company has held a minimum of one board meeting in each quarter and the maximum gap between two consecutive meetings did not exceed 120 days which is in compliance with the Listing Regulations and provisions of the Act.

Agenda papers are sent electronically to the directors, well in advance, before the meetings. Draft minutes of the board and committee meetings are circulated to the directors of the Company for their comments and thereafter, noted by the board/committees at the next meeting.

Name of Director	Category	Attendance Particulars		Number of other Directorships and Committee Memberships/ Chairmanships			Name of other Listed Companies and category of Directorship
		Board Meeting	Last AGM	Other Directorship	Committee Memberships	Committee Chairmanships	
Shri Tejendra Mohan Bhasin, Director	Independent Non-Executive	11	Yes	4	6	2	1. PNB Gilts Limited (Non-Executive Independent) 2. SBI Cards and Payment Services Limited (Non-Executive Independent) 3. PNB Housing Finance Limited (Non-Executive Independent) 4. SBI Life Insurance Company Limited (Non-Executive Independent)
Smt. Gyan Sudha Misra, Director	Independent Non-Executive	11	Yes	2	2	1	1. Indiabulls Housing Finance Limited (Non-Executive Independent) 2. Olectra Greentech Limited (Non-Executive Independent)

Notes:

- Shri Tejendra Mohan Bhasin and Smt. Gyan Sudha Misra were appointed as non-executive independent directors of the Company for a term of three (3) consecutive years with effect from August 13, 2020 to August 12, 2023. Subject to approval of members of the Company at the ensuing annual general meeting on September 29, 2023, the Board of Directors at their meeting held on August 11, 2023, have re-appointed Shri Tejendra Mohan Bhasin and Smt. Gyan Sudha Misra as Independent Directors of the Company for a term of five (5) consecutive years with effect from August 13, 2023 to August 12, 2028.
- Chairmanship/Membership of Committees include only Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies (whether listed or not) other than Patanjali Foods Limited (formerly known as Ruchi Soya Industries Limited).
- Shri Ram Bharat is the brother of Shri Swami Ramdev, hence, both are related to each other. Except the aforesaid, no other director of the Company is related to any other director on the Board.
- Video conferencing facilities are used by directors, present at different locations, to participate in board/ committee meetings.
- The directorships held by Directors as mentioned above, do not include directorship(s) in foreign companies and section 8 companies under the Companies Act, 2013.

All the Directors have informed about their Committee Membership/ Chairmanship as mandated by Regulation 26(1) of the Listing Regulations and on the basis of that, none of the Directors on the Board of the Company acts as a member of more than ten (10) Committees or acts as a Chairperson of more than five (5) Committees (considering only Audit Committee and Stakeholders Relationship Committee) in which he/she is a director.

All the Independent Directors have submitted a declaration that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influence. Further, in compliance with sub-rules (1) and (2) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the existing Independent Directors of the Company have applied online to the Indian Institute of Corporate Affairs (**“IICA”**) for inclusion of their name in the data bank and accordingly have received the Registration Certificate from IICA which is valid as on date.

Meeting of Independent Directors:

A meeting of the Independent Directors was held on March 23, 2023, without the participation of the Non-Independent Directors and members of the management. The Independent Directors carried out performance evaluation of Non-Independent Directors, the Board of Directors - as a whole, performance of Chairman of

the Company (taking into account the views of executive Directors and Non-Executive Directors) and assessed the quality, contents and timelines of flow of information between the Management and the Board.

Shares held by Non-Executive Directors:

Sr. No.	Name of Non-Executive Director	No. of shares and convertible instruments held
1.	Shri Swami Ramdev	Nil
2.	Shri Acharya Balkrishna	Nil

Induction and Familiarisation Programme for Directors

The Company has a familiarisation programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the Company, its operations, strategies, business, functions, policies, industry and environment in which it functions and the regulatory environment applicable to it and operations of its subsidiaries. These include orientation programme upon induction of new Directors as well as other initiatives to update the Directors on a continuous basis. An induction kit is provided to new Directors which includes the Annual Report, overview of the Company, charters of the Committees, annual Board/ Committee Meeting calendar, Code of Conduct for Non-Executive Directors including Independent Directors, Company’s Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc. Meetings with Business/Functional Heads are organised to provide a brief on the businesses/functions.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted familiarisation programmes for its directors which include review of long-term strategy, industry outlook, regulatory updates, Cyber Security, Information Technology, Tax, Digital Strategy and Litigation updates at the Board and Audit Committee Meetings. Besides the above, presentations on Risk Management, update on initiatives undertaken by the Company towards the community during COVID-19 etc. are made at the respective Committee Meetings. The Directors are also regularly updated by sharing various useful reading material/newsletters relating to the Company’s performance, operations, business highlights, developments in the industry, sustainability initiatives, customer-centric initiatives, its market and competitive position on the Board Application.

Pursuant to Regulation 46 of the Listing Regulations, the details of such familiarisation program is available on the website of the Company at: http://www.patanjalifoods.com/ind_director/Familiarisation_Programme_2023.pdf.

List of core skills/expertise/competencies identified by the Board of Directors as required in the context of Company’s business(es) and sector(s) for it to function effectively and those actually available with the Board and the names of directors who have such skills/expertise/competencies are as follows:

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of Company’s business(es) and sector(s) and the names of directors who have such skills/expertise/competencies:

S. No.	Skills/Expertise/Competencies	Names of Directors who have skills/expertise/competencies
1.	Leadership and Management Strategy	Shri Swami Ramdev, Shri Acharya Balkrishna and Shri Tejendra Mohan Bhasin;
2.	Strategic Planning	Shri Ram Bharat;
3.	Research & Development and Innovation	Shri Swami Ramdev and Shri Acharya Balkrishna;
4.	Expertise in marketing, logistics, import & exports, commercial including taxation, public relations and business development.	Shri Acharya Balkrishna, Shri Swami Ramdev and Shri Ram Bharat;
5.	Financial, Regulatory/Legal & Risk Management, Taxation	Shri Girish Kumar Ahuja, Shri Tejendra Mohan Bhasin and Smt. Gyan Sudha Misra

Information given to the Board

The Board and its Committees have complete access to all relevant information. Such information is submitted either as a part of the agenda papers prior to the meetings or by way of presentations and discussion material during the meetings. Such information, *inter-alia*, includes the following:

- Annual operating plans and budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company and its operating divisions or business segments;
- Minutes of the meetings of Audit Committee and other committees of the board of directors;
- Information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of the Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal and serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Any material defaults in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issues which involve possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company.
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wages agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;
- Quarterly details of foreign exchange exposures and steps taken by the Management to limit the risks of adverse exchange rate movement, if material;
- Non-compliance of any regulatory, statutory or listing requirements and shareholder services such as non-payment of dividend, delay in share transfer, etc.

Committees of the Board:

The following Committees of the Board are constituted:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee (renamed as ESG & CSR Committee w.e.f. August 11, 2023)
- Risk Management Committee

Audit Committee

The Audit Committee is in compliance with the provisions of section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations, 2015, as amended from time to time.

Constitution and composition:

The composition of the Audit Committee as on March 31, 2023 is as follows:

Name of the Member	Designation	Category
Shri Girish Kumar Ahuja	Chairman	Independent Non-Executive
Shri Tejendra Mohan Bhasin	Member	Independent Non-Executive
Shri Ram Bharat	Member	Promoter Executive

The Chairman of the Audit Committee has a strong financial and accounting background with immense experience. All the members of the Audit Committee are financially literate and having insight to interpret and understand financial statements. The Company Secretary acts as the Secretary to the Committee.

Meetings and attendance during the year under review:

During the financial year under review, the Audit Committee met fourteen (14) times on April 08, 2022, April 10, 2022, May 18, 2022, May 27, 2022, June 29, 2022, June 30, 2022, July 15, 2022, August 10, 2022, August 23, 2022, September 28, 2022, November 12, 2022, January 07, 2023, January 25, 2023 and March 24, 2023. The meetings were scheduled in advance. Shri Girish Kumar Ahuja, Shri Ram Bharat and Shri Tejendra Mohan Bhasin attended all meetings held during the year ended March 31, 2023. The maximum gap between two meetings was not more than 120 days.

The Audit Committee meetings are also regularly attended by Chief Executive Officer, Chief Financial Officer, Accounts and Finance Executives of the Company. The statutory auditor and internal auditor also attend the audit committee meetings if required.

The composition, quorum, powers, role and terms of reference of the Audit Committee *inter-alia* covers the areas as contemplated under Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013, as applicable.

The Audit Committee has following powers:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee:

- Oversight of the company’s financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Directors’ Responsibility Statement to be included in the board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties.
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilisation of loans and/or advances from/ investment by the holding company in the subsidiary, if any, exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments existing as on the date of coming into force of this provision;
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weakness; and
- The appointment, removal and terms of remuneration of Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is in compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, as amended from time to time.

Constitution and composition:

The composition of the Nomination and Remuneration Committee as on March 31, 2023 is as follows:

Name of the Member	Designation	Category
Smt. Gyan Sudha Misra	Chairperson	Independent Non-Executive
Shri Tejendra Mohan Bhasin	Member	Independent Non-Executive
Shri Swami Ramdev	Member	Promoter Non-Executive

Meeting and attendance during the year under review:

During the year under review, the Nomination and Remuneration Committee met two (2) times on June 29, 2022 and August 10, 2022 and such meetings were attended by all the members of the Committee.

The composition, quorum, powers, role and terms of reference of the Nomination and Remuneration Committee *inter-alia* covers the areas as contemplated under Regulation 19 read with para A of Part D of Schedule II of the Listing Regulations and section 178 of the Companies Act, 2013, as applicable.

The broad terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors for their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Performance Evaluation criteria for Independent Directors:

The Company has put in place a policy containing, *inter-alia*, the criteria for performance evaluation of the Board, its Committees and individual Directors (including Independent Directors) and accordingly, the performance of individual directors, Chairman of the Board, committees and Board as a whole was evaluated during the year under review.

Remuneration of Directors:

Remuneration policy

a. Remuneration to Independent Directors and Non-Executive Directors

The Company considers the time and efforts put in by the non-executive directors in deliberations at the Board/ Committee meeting. They are remunerated by way of sitting fees for attending the meeting, as recommended by Nomination and Remuneration Committee and approved by the Board of the Company. The Independent Directors are paid sitting fees for each meeting of the Board and its Committees, attended by them.

b. Remuneration to Executive Directors

The appointment and remuneration of Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, Remuneration and Board Diversity Policy and approval of the Board of Directors and Shareholders of the Company.

The Remuneration and Board Diversity Policy is displayed on the Company's website viz. http://www.patanjalifoods.com/policies/Remuneration_and_Board_Diversity_Policy.pdf.

Details of remuneration paid to Directors for the year ended March 31, 2023:

a. Executive Director

Name of Director	Salary	Commission	Perquisites	(₹)
				Total
Shri Ram Bharat Managing Director	1.00	0.00	0.00	1.00

b. Non-Executive Directors:

Sr. No.	Name of Directors	Category	(₹ in Lakhs)
			Sitting fees paid
1.	Shri Swami Ramdev	Non- Executive Director	NIL
2.	Shri Acharya Balkrishna	Non- Executive Director	NIL
3.	Shri Girish Kumar Ahuja	Independent Director	30.00
4.	Shri Tejendra Mohan Bhasin	Independent Director	28.00
5.	Smt. Gyan Sudha Misra	Independent Director	14.00

Stakeholders Relationship Committee:

The Stakeholders Relationship Committee is in compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 read with Part D, Para B of Schedule II of the Listing Regulations, as amended from time to time.

Constitution and composition:

The composition of the Stakeholders Relationship Committee as on March 31, 2023 is as follows:

Name of the Member	Designation	Category
Shri Tejendra Mohan Bhasin	Chairman	Independent Non-Executive
Smt. Gyan Sudha Misra	Member	Independent Non-Executive
Shri Acharya Balkrishna	Member	Promoter, Executive

Meetings and attendance:

During the year under review, the Stakeholders Relationship Committee met once on March 24, 2023 and such meeting was attended by all the members of the Committee.

The broad terms of reference of the Stakeholders Relationship Committee are as follows:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Name, designation and address of the Compliance Officer

Shri Ramji Lal Gupta

Company Secretary & Compliance Officer

Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)
616, Tulsiani Chambers,
Nariman Point,
Mumbai – 400021, Maharashtra, India
Phone: +91 22 22828172
Email: secretarial@patanjalifoods.co.in

Detail of complaints received and resolved during the year under review:

The Company and Share Transfer Agents viz. Sarthak Global Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges and other statutory and regulatory authorities.

The details of shareholder complaints are as under:

Complaints outstanding as on April 1, 2022	:	0
Complaints received during the financial year ended March 31, 2023	:	133
Complaints resolved during the financial year ended March 31, 2023	:	133
Complaints outstanding as on March 31, 2023	:	0
Complaints not solved to the satisfaction of shareholders	:	0

Risk Management Committee

The Risk Management Committee is in compliance with the provisions of Regulation 21 of the Listing Regulations, as amended from time to time.

Constitution and composition:

The composition of the Risk Management Committee as on March 31, 2023 is as follows:

Name of the Member	Designation	Category
Shri Acharya Balkrishna	Chairman	Promoter, Non-Executive
Shri Ram Bharat	Member	Promoter, Executive
Shri Girish Kumar Ahuja	Member	Independent Non-Executive
Shri Sanjeev Kumar Asthana	Member	Chief Executive Officer
Shri Kumar Rajesh	Member	Chief Financial Officer

Meetings and attendance:

During the year under review, the Risk Management Committee met two (2) times on July 08, 2022 and December 28, 2022 and both the meetings were attended by all the members of the Committee.

The composition, quorum, powers, role and terms of reference of the Risk Management Committee *inter-alia* covers the areas as contemplated under Regulation 21 read with para C of Part D of Schedule II of the Listing Regulations.

The broad terms of reference of the Risk Management Committee are as follows:

- To formulate a detailed risk management policy which include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

- Measures for Risk mitigation including systems and processes for internal control of identified risks.

- Business continuity plan.

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Senior Management

Particulars of senior management including the changes therein since the close of the previous financial year are available on the website of the Company.

Corporate Social Responsibility Committee:

The composition of the Corporate Social Responsibility Committee as on March 31, 2023 is as follows:

Name of the Member	Designation	Category
Shri Acharya Balkrishna	Chairman	Promoter, Non-Executive
Shri Swami Ramdev	Member	Promoter, Non-Executive
Shri Girish Kumar Ahuja	Member	Independent Director

General Body Meetings

Annual General Meetings (“AGM”):

Location and time, where last three AGMs of the Company were held and details of special resolutions passed:

Date & Time	Venue of the Meeting	Details of Special Resolution Passed
September 29, 2022 2.00 p.m.	Through video conferencing / other audio visual means	1. Re-appointment of Shri Girish Kumar Ahuja (DIN: 00446339), as an Independent Director of the Company
September 24, 2021 3.00 p.m.	Through video conferencing / other audio visual means	No special resolution was passed.
December 21, 2020 4.30 p.m.	Through video conferencing / other audio visual means	1. Appointment of Shri Girish Kumar Ahuja (DIN: 00446339), as an Independent Director of the Company. 2. Approval of the terms and conditions of Covid Facility Agreement containing a clause related to conversion of loan into equity. 3. Issue of securities of the Company. 4. Increase in aggregate investment limits of Non-Resident Indians (NRIs) and Overseas Citizens of India (OCIs) on repatriation basis.

The Corporate Social Responsibility Committee was renamed as ESG & CSR Committee and Shri Ram Bharat, Managing Director of the Company was inducted as member of the Committee with effect from August 11, 2023.

Meeting and attendance during the year under review:

During the year under review, the Corporate Social Responsibility Committee met once on August 10, 2022 and the meeting was attended by all the members of the Committee.

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company’s website at http://www.patanjalifoods.com/policies/CSR_Policy.pdf.

The broad terms of reference of the Corporate Social Responsibility Committee are as follows:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in the areas or subjects as specified in Schedule VII of the Act and CSR Rules;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the CSR Policy of the Company from time to time;
- To monitor the implementation of framework of CSR Policy;
- To formulate and recommend to the Board, an annual action plan in pursuance of CSR Policy;
- To carry out any other function as mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Extra-ordinary General Meeting (EGM)

No EGM was held during the year under review.

Postal Ballot:

Special resolution passed by way of postal ballot:

During the FY 2022-23, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, a Special Resolution was passed by Shareholders on June 22, 2022 through Postal Ballot, the results of which were declared on June 23, 2022.

The Notice of Postal Ballot was sent by e-mail to all the Shareholders having their e-mail addresses registered and notice thereof was published in the newspapers. The Notice of Postal Ballot was also made available on the websites of the Company, the Stock Exchanges where the Equity Shares of the Company are listed (viz., BSE Limited and National Stock Exchanges of India Ltd.). E-voting facility was provided through NSDL to the eligible Shareholders, in order to enable them to cast their votes electronically.

Mr. Prashant Diwan, Practicing Company Secretary (Certificate of Practice No. 1979), was appointed as the 'Scrutiniser' for the Postal Ballot, who submitted the report to Shri Acharya Balkrishna, Chairman of the Company. The details of the Postal Ballot results are given below:

Date of Passing of Resolution	Date of Announcement of Result	Type of Resolution	Item	Total No. of Votes polled	% of Votes in Favour	% of Votes Against
June 22, 2022	June 23, 2022	Special	Approval of change in the name of the company from Ruchi Soya Industries Limited to Patanjali Foods Limited and consequent amendments in Memorandum and Articles of Association of the Company	308395066	100.00	0.00

The procedure which is adopted by the Company whenever such resolutions are passed by Postal Ballot is as follows:

- The Board of Directors, at its Meeting, approves the items to be placed for approval of the Shareholders through Postal Ballot and the draft of the Postal Ballot Notice and also authorises any of the Directors and the Company Secretary to be responsible for the conduct of the entire process of Postal Ballot.
- A professional such as a Company Secretary in practice, who is not in employment of the Company, is appointed as the "Scrutiniser" for the Postal Ballot process.
- Notice of Postal Ballot is sent to the Shareholders. An advertisement is published in a national newspaper and a vernacular newspaper about the dispatch of Notice of Postal Ballot. The Notice of Postal Ballot is also filed with the Stock Exchanges and hosted on the Company's website www.patanjalifoods.com.
- E-voting facility is offered to eligible Shareholders to enable them to cast their votes electronically only.
- Upon completion of voting, the Scrutiniser gives his report and the results of the Postal Ballot are announced. The results are intimated to the Stock Exchanges and are hosted on the Company's website www.patanjalifoods.com.

At present there is no proposal for passing any special resolution through Postal Ballot.

Means of Communication

a. Quarterly Results	: Quarterly results are approved and taken on record by the Board of Directors and submitted to the Stock Exchanges as per requirements of the Listing Regulations.
b. Newspapers wherein results are normally published	: English Newspaper – The Free Press Journal Vernacular Newspaper – Nav Shakti
c. Any website, where results are displayed	: www.patanjalifoods.com
d. Whether the website also displays	
(i) official news releases	: Yes
(ii) presentations made to institutional investors or to the analysts	: Yes

General Shareholders Information

Annual General Meeting:

a. Date	: September 29, 2023
Time	: 3.00 PM
Venue	: The 37 th Annual General Meeting of the Company is being conducted through VC/OAVM. In accordance with the provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.
b. Financial Year	: Begins on April 1 and ends on March 31 of the following year.
c. Dividend Payment date	: on or before October 28, 2023
d. Name and Address of Stock Exchanges and Stock Codes	: BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 (M.H.) National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051

The Company has timely paid the annual listing fee for the financial year ended March 31, 2023 to the BSE and NSE.

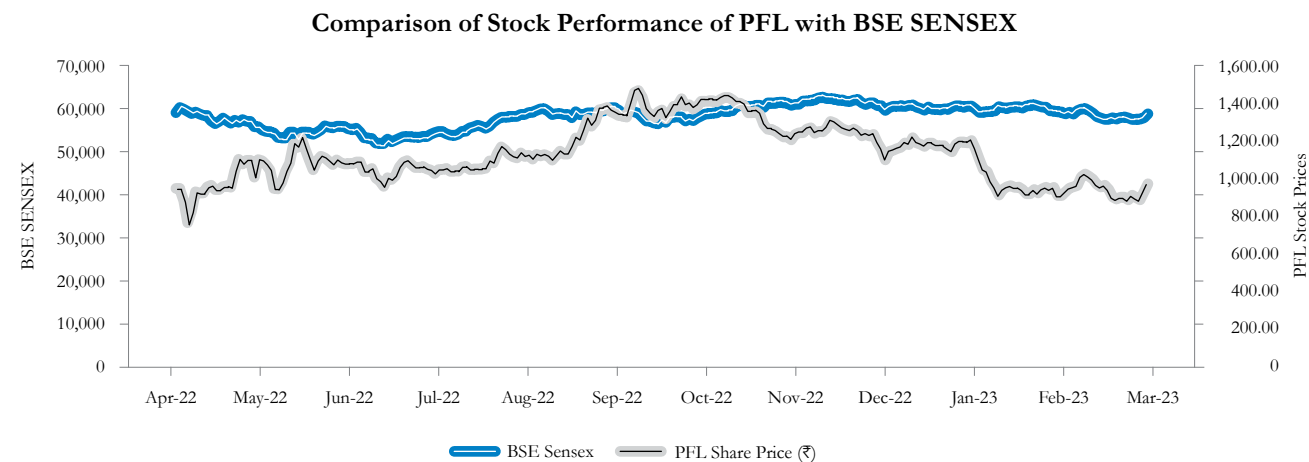
- Stock Codes:
 - BSE Limited : 500368
 - National Stock Exchanges of India Limited : PATANJALI
- ISIN of the Company : INE619A01035
- Market Price Data:

The monthly high and low quotations of equity shares traded on BSE and NSE during the financial year ended March 31, 2023 are as follows:

Month	BSE		NSE	
	High	Low	High	Low
April, 2022	1,184.80	706.00	1,184.90	714.50
May, 2022	1,228.00	880.00	1,142.60	880.00
June, 2022	1,116.80	935.15	1,119.00	960.05
July, 2022	1,137.40	1,002.00	1,143.85	1,001.00
August, 2022	1,230.75	1,064.00	1,226.00	1,065.00
September, 2022	1,495.00	1,190.00	1,495.00	1,210.00
October, 2022	1,462.00	1,320.00	1,462.00	1,315.00
November, 2022	1,419.85	1,195.45	1,420.00	1,200.00
December, 2022	1,325.00	1,066.55	1,324.00	1,052.20
January, 2023	1,228.00	994.65	1,228.10	996.55
February, 2023	1,044.00	865.00	1,035.00	865.85
March, 2023	1,040.95	851.70	1,030.00	853.50

h. Share price performance in comparison to broad based indices

Comparison of Stock Performance of Patanjali Foods Limited (PFL) with BSE SENSEX:



i. Registrar and Share Transfer Agent

: Sarthak Global Limited
170/10, RNT Marg, Film Colony,
Indore 452001 (M.P.)
Phone : +91 731 4279626 / +91 731 2526388
Email : investors@sarthakglobal.com
Website : www.sarthakglobal.com

j. Share Transfer System:

All matters pertaining to share transfer and related activities are handled by the Share Transfer Agents of the Company who are fully equipped to carry out the transfer of shares. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective depository participants. The request for dematerialisation of equity shares is confirmed/ rejected within an average period of fifteen (15) days. Transmission requests were processed for shares held in dematerialised form and physical form within seven days (7) and twenty one (21) days, respectively, after receipt of specified documents, complete in all respect, and dispatch of share certificates in physical form were generally completed within thirty days (30). As per amended Regulation 40 of the Listing Regulations requests for effecting transfer of securities is not processed effective from April 1, 2019 except in case of transmission or transposition unless the securities are held in the dematerialised form with a depository. Members who are holding equity shares of the Company in physical form are therefore advised to dematerialise their equity shares for facilitating transfer of shares. The Company obtains from the Company Secretary in practice yearly certificate of compliance with share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the stock exchange(s).

k. Shareholding pattern as on March 31, 2023

Category	No. of shares held	% of holding
Promoter Holding		
1. Promoters		
Indian Promoters	29,25,76,299	80.82
Foreign Promoters	--	--
2. Persons acting in concert	--	--
Sub-total (A)	29,25,76,299	80.82
Non-Promoters Holding		
1. Institutions		
a) Mutual Funds	8,32,557	0.23
b) Alternate Investment Fund	29,21,935	0.81
c) Banks/ FIs/Insurance Companies/ NBFCs	72,98,979	2.02
d) FIIs	1,01,04,241	2.79
Sub-total (B)	2,11,57,712	5.85
2. Non Institutions		
Indian Bodies Corporate	1,47,59,919	4.08
Individuals holding nominal capital up to ₹ 2.00 lakhs	2,50,31,943	6.92
Individuals holding nominal capital more than ₹ 2.00 lakhs	60,71,146	1.67
Other (Clearing Members, NRIs, HUF, Trust, Overseas Corporate Bodies, ESOP and IEPFA)	23,97,834	0.66
Sub-total (C)	4,82,60,842	13.33
Custodian (depository for shares underlying GDRs)	--	--
Grand Total (A+B+C)	36,19,94,853	100.00

1. Distribution of shareholding as on March 31, 2023

Range	Number of Shares held	Amount (₹)	% of Capital	Number of shareholders	% of shareholders
1 - 500	1,44,48,514	2,88,97,028	3.991	3,18,535	97.749
501 - 1,000	28,74,736	57,49,472	0.794	4,026	1.235
1,001 - 2,000	25,14,289	50,28,578	0.694	1,770	0.543
2,001 - 3,000	12,62,022	25,24,044	0.349	511	0.157
3,001 - 4,000	7,63,788	15,27,576	0.211	219	0.067
4,001 - 5,000	6,94,838	13,89,676	0.192	153	0.047
5,001 - 10,000	21,20,748	42,41,496	0.586	295	0.091
10,001 and above	33,73,15,918	67,46,31,836	93.183	362	0.111
Grand Total	36,19,94,853	72,39,89,706	100.000	3,25,871	100.000

m. Dematerialisation of shares and liquidity:

The trading in shares of the Company is under compulsory demat segment. The Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company's shares are available for trading in the depository systems of both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 36,18,83,138 equity shares of the Company, representing 99.97 % of total issued and listed equity share capital of the Company as on March 31, 2023 were in dematerialised form.

n. Outstanding GDR/ADR/ Warrants or any convertible instruments, conversion date and likely impact on equity:

There were no GDR/ADR/Warrants or Convertible Instruments outstanding at the end of the year ended March 31, 2023.

o. Commodity price risk or foreign exchange risk and hedging activities:

(i) Commodity price risk and hedging activities

The details of commodity price risk and hedging activities are provided in Note 41 of Notes to financial statements in the Annual Report.

(ii) Foreign exchange risk and hedging activities

The details of foreign exchange risk and hedging activities are provided in Note 41 of Notes to financial statements in the Annual Report.

p. Manufacturing Plant locations of the Company:

- Mangliagaon, A.B. Road, Indore (M.P.)
- Baikampady Industrial Area, Mangalore (Karnataka)
- Village Esambe, Taluka Khalapur, Distt. Raigad (Maharashtra)
- Bijoyramchak, Ward No. 9, P.O. Durgachak, Haldia (West Bengal)
- Village Butibori, Tehsil Nagpur (Maharashtra)
- Village Kamati, Gadawada, Distt. Narsinghpur (M.P.)
- Gram Mithi Rohar, Taluka Gandhidham, Distt. Bhuj (Gujarat)
- Kannigaiper Village, Uthukottai Taluk, Thiruvallur Distt. (Tamilnadu)

- RIICO Udyog Vihar, Sriganaganagar (Rajasthan)
- RIICO Industrial Area, Govindpur Bawari, Post Talera Distt. Bundi (Rajasthan)
- Kusmoda, A.B. Road, Guna (M.P.)
- Kota Road, Baran (Rajasthan)
- Rani Piparia, Dist. Hoshangabad (M.P.)
- SIDCO Industrial Estate, Bari Brahmana, Jammu (J&K)
- Village Daloda, Dist. Mandsaur (M.P.)
- Survey No. 178, Surkandi Road, Washim (Maharashtra)
- Bapulapadu Mandal, Ampapuram Village, Krishna District, Vijaywada (A.P.)
- IDA, ADB Road, Peddapuram, East Godawari District (A.P.)
- Village Karanpura, Durgawati, Dist. Kaimur (Bihar)
- Survey No. 162 & 163, Bhuvad, Taluka- Anjar, Dist- Kutch, (Gujrat)
- Beach Road, Dummalpet, Kakinada (Andhra Pradesh)
- Village Makhanpur post – Bhagwanpur Tehsil Roorkee (Uttarakhand)
- Village Lodiwala Tehsil Bhagwanpur Distt. Haridwar (Uttarakhand)
- Padartha, Haridwar (Uttarakhand)
- Newasa (Maharashtra)

q. Credit Ratings:

The Company was awarded the following credit ratings for its fund based and non-fund based banking facilities by Brickwork Ratings Limited. However, the same were valid till August 19, 2022 only:

Facility	Previous Limits (₹ Crs)	Present Limits (₹ Crs)	Tenure	Previous Ratings (May 2020)	Present (Valid till August 19, 2022)
Fund Based					
CC/WCDL	800.00	Nil	Long Term	BWR BBB+/Stable	BWR A-/Stable (Upgrade)
Term Loans	2400.00	Nil			
BCL	-	Nil			
Short-Term Loan	95.25	-	Short Term	BWR A3+	Rating Withdrawn**
Non Fund Based*					
BG/LC	(350.00)	Nil	Short Term	BWR A3+	BWR A2+ (Upgrade)
Proposed Standby LC	-				
Total	3,295.25	Nil			

* Non-fund based limits are sub-limits of Cash Credit Limit

** The rating of its short term loan of ₹ 95.25 Crores stands withdrawn based on the confirmation of the said facility being closed by the lender.

The Company is in the process of credit rating for the present non-fund based credit limits of ₹ 1,820 Crores.

Address for Correspondence:

The shareholders may send their communications, queries, suggestions and grievances to the Compliance Officer at the following address:

Shri Ramji Lal Gupta

Company Secretary & Compliance Officer
616, Tulsiani Chambers,
Nariman Point,
Mumbai - 400021
Phone: +091 22 61090100
Email address: rl.gupta@patanjalifoods.com

The shareholders may also e-mail their queries, suggestions and grievances at secretarial@patanjalifoods.co.in.

Other Disclosures:

- During the year under review, the Company has not entered into any transaction of material nature with a related party that may have any potential conflict with the interest of the Company. The “Policy on materiality of related party transactions and on dealing with related party transactions” as approved by the Board may be accessed from the web link http://www.patanjalifoods.com/policies/Policy_on_Materiality_of_Related_Party_Transactions.pdf.
- During the year ended March 31, 2023, (i) penalty of ₹ 23,600/- imposed by BSE and NSE each for non-compliance on minimum public shareholding for the quarter ended June 30, 2022 (ii) penalty of ₹ 82,600/- imposed by BSE and NSE each for non-compliance on minimum public shareholding for the quarter ended December 31, 2022 (iii) penalty of ₹ 5,31,000/- imposed by BSE and NSE each for non-compliance on minimum public shareholding for the quarter ended March 31, 2023 under Regulation 38 of the Listing Regulations;
- During the year ended March 31, 2022, (i) penalty of ₹ 76,700/- imposed by BSE and NSE each for non-compliance on minimum public shareholding for the quarter ended June 30, 2021 (ii) penalty of ₹ 5,42,800/- imposed by BSE and NSE each for non-compliance on minimum public shareholding for the quarter ended September 30, 2021; (iii) penalty of ₹ 5,42,800/- imposed by BSE and NSE each for non-compliance on minimum public shareholding for the quarter ended December 31, 2021; (iv) penalty of ₹ 5,31,000/- imposed by BSE and NSE each for non-compliance on minimum public shareholding for the quarter ended March 31, 2022 under Regulation 38 of the Listing Regulations;
- During the year ended March 31, 2021, the Company did not comply with Regulation 18 & 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from July 02, 2020 to August 12, 2020 due to resignation tendered by Shri Rajat Sharma and Smt. Bhavna Samir Shah, Independent Directors of the Company.

- The SEBI has issued warning letter dated September 30, 2021 in respect of SEBI (ICDR) Regulations, 2018.

The Company has paid the above penalty amounts to BSE and NSE. Except above, the Company has complied with all the requirements of stock exchanges, SEBI and other statutory authorities on matters related to capital markets during last three years.

- The SEBI, vide its order dated August 12, 2020, has revoked its earlier directions (as interim orders dated March 02, 2016 and May 24, 2016 and confirmed vide order dated March 08, 2017) due to which the Company was restrained from buying, selling or dealing in the securities market either directly or indirectly in any manner whatsoever.
- The Company has adopted a Vigil Mechanism/Whistle Blower Policy in terms of the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to provide a formal mechanism to the Directors and employees of the Company to report their genuine concerns and grievances about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct or Ethics. The policy provides adequate safeguards against victimisation of Directors and employees who avail such mechanism and also provides for direct access to the Vigilance Officer and the Chairman of Audit Committee. The Audit Committee of the Board is entrusted with the responsibility to oversee the vigil mechanism. During the year, no personnel was denied access to the Chairman of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at http://www.patanjalifoods.com/policies/Whistle_Blower_Policy.pdf.
- The Company has complied with all the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations, to the extent applicable to the Company.
- Policy for determination of material subsidiary is available on website of the company: http://www.patanjalifoods.com/policies/Material_Subsiidiary_Policy.pdf.
- Commodity price risk and hedging activities - The details of commodity price risk and hedging activities are provided in Note 41 of Notes to financial statements in the Annual Report.
- The Company has not raised any funds through preferential allotment or qualified institutions placement during the year under review. Hence the disclosure of details of utilisation of the fund as specified under Regulation 32(7A) of the Listing Regulations is not applicable.
- The Company has received certificate from practicing Company Secretary certifying that none of the Directors on the Board of the Company for the year ended March 31, 2023 has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

j. During the year under review, the board had accepted all recommendations of the committees, which are mandatorily required.

k. Total fees for all services paid by the Company to M/s Chaturvedi & Shah LLP, the Statutory Auditor of the Company for the year ended March 31, 2023, is as follows:

	(₹ in lakhs)
For statutory audit and related services	93.00
For limited review, Interim Audit and certification charges	36.50
For Further Public Offer related payment	35.00

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

- i. number of complaints filed during the financial year: **Nil**
- ii. number of complaints disposed of during the financial year: **Nil**
- iii. number of complaints pending as on end of the financial year: **Nil**

m. Disclosure by the Company of Loans and Advances in the nature of loans to firms/companies in which Directors are interested by name and amount: **Nil**

n. Details of material subsidiaries of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: **Not applicable**

o. The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of the Company have given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report.

The CEO and CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

p. Compliance of discretionary requirements as specifies in Part E of Schedule II of the Listing Regulations:

- Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:** The Company has appointed separate persons to the post of the Chairperson, Managing Director and Chief Executive Officer. None of them is related to each other.
- The Internal Auditor reports directly to the Audit Committee.

Disclosure of the compliance with Corporate Governance requirements

The Company is fully compliant with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as

applicable and compliance report on Corporate Governance in the requisite formats, has been submitted to the concerned stock exchanges.

Declaration by the Chief Executive Officer

The Chief Executive Officer of the Company has given a declaration that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the year ended March 31, 2023.

Compliance Certificate of the Practicing Company Secretary

Certificate from the Practicing Company Secretary CS Prashant Diwan, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

Demat suspense account/Unclaimed suspense account

- a) aggregate number of shareholders at the beginning of the year i.e. April 01, 2022 – **Nil**
- b) outstanding equity shares in the suspense account at the beginning of the year i.e. April 01, 2022 – **Nil**
- c) aggregate number of shareholders during the year 2022-23 – **12**
- d) equity shares credited in the suspense account during the year 2022-23 – **420**
- e) number of shareholders who approached the company for transfer of shares from suspense account during the year – **11**
- f) number of shareholders to whom shares were transferred from suspense account during the year – **11**
- g) aggregate number of shareholders at the end of the year i.e. March 31, 2023 – **1**
- h) outstanding shares in the suspense account lying at the end of the year i.e. March 31, 2023 – **21**

The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares.

Disclosure of certain type of agreements binding on the Company

The company has not entered into the agreements mentioned in Clause 5 of Paragraph A of Part A of Schedule III of the Listing Regulations.

For and on behalf of Board of Directors of
Patanjali foods Limited
(Formerly known as Ruchi Soya Industries Limited)

Acharya Balkrihna

Place: Haridwar
Date : August 11, 2023

Chairman
DIN: 01778007

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

Pursuant to Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sanjeev Kumar Asthana, Chief Executive Officer of Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited (“Company”), hereby declare that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company’s Code of Conduct for Board of Directors and Senior Management for the year ended March 31, 2023.

For **Patanjali Foods Limited**
(Formerly known as Ruchi Soya Industries Limited)

Place: Noida
Date : August 11, 2023

Sanjeev Kumar Asthana
Chief Executive Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members,
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)
616, Tulsiani Chambers, Nariman Point,
Mumbai - 400021 (MH)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited) having CIN: L15140MH1986PLC038536 and having registered office at 616, Tulsiani Chambers, Nariman Point, Mumbai - 400021 (MH) (hereinafter referred to as ‘the Company’), produced before me by the Company through digital mode for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company, Directors & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, RBI or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1.	Ram Bharat	01651754	December 18, 2019
2.	Swami Ramdev	08086068	December 18, 2019
3.	Acharya Balkrishna	01778007	December 18, 2019
4.	Girish Kumar Ahuja	00446339	December 18, 2019
5.	Tejendra Mohan Bhasin	03091429	August 13, 2020
6.	Gyan Sudha Misra	07577265	August 13, 2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification through digital mode.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS Prashant Diwan
Practicing Company Secretary
FCS No.: 1403 / CP No.: 1979

Date : July 21, 2023
Place: Mumbai

PR: 1683/2022
UDIN: F001403E000655694

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited).

I have examined the compliance of conditions of Corporate Governance by **Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited)** for the year ended **31st March, 2023** as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS Prashant Diwan
Practicing Company Secretary
FCS No.: 1403 / CP No.: 1979

PR: 1683/2022
UDIN: F001403E000790554

Date : August 11, 2023
Place: Mumbai

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

(1) Details of the listed entity:

1.	Corporate Identity Number (CIN) of the Listed Entity	L15140MH1986PLC038536
2.	Name of the Listed Entity	PATANJALI FOODS LIMITED (Formerly known as Ruchi Soya Industries Limited)
3.	Year of incorporation	1986
4.	Registered office address	616, Tulsiani Chambers Nariman Point, Mumbai (MH) 400021
5.	Corporate address	Office No. 601, Part B-2, Metro Tower, 6 th Floor, Vijay Nagar, AB Road, Indore (MP) 452010
6.	E-mail	info@patanjalifoods.co.in
7.	Telephone	022-22828172/69061600
8.	Website	www.patanjalifoods.com

9. Financial year for which reporting is being done:

Financial year for which reporting is being done	Start date			End date		
Current Financial Year	01	04	2022	31	03	2023
Previous Financial Year	01	04	2021	31	03	2022
Prior to Previous Financial year	01	04	2020	31	03	2021

10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange of India Limited
11.	Paid-up Capital (In Rs)	72,39,89,706
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	
	Name	Shri Ram Bharat
	Contact	022-22828172
	E mail	brhead@patanjalifoods.co.in
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis

(2) Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Edible Oils, Food & FMCG (Food and Beverages, etc)	86.60
2.	Manufacturing	Food, FMCG and Other	13.40

15. Products/Services sold by the entity (accounting for 90% of the entity’s Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Manufacture of vegetable oils and fats excluding corn oil	10402	73.76
2.	Manufacture of cream, butter, cheese, curd, ghee, khoya etc.	10504	6.36
3.	Manufacture of hydrogenated oil and vanaspati ghee	10401	4.41
4.	Manufacture of biscuits, cakes, pastries, rusks etc.	10712	4.03
5.	Manufacture of non-defatted flour or meals of oilseeds, oilnuts or kernels	10407	2.62
6.	Manufacture of ayurvedic or unani pharmaceutical preparation	21003	1.63

(3) Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	25	28	53
International	0	0	0

17. Markets served by the entity

a. Number of locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	33

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports in FY 2022-23 is 1.68% of the total revenue. In FY 2022-23, our Company achieved an increase of over 74.38% in export sales over the previous year. The export sales were ₹ 530.80 crores in FY 2022-23 as compared to ₹ 304.40 crores in FY 2021-22. Our vision is not only to increase the contribution of exports to total turnover but also increase the contribution of exports of new products like biscuits, nutraceutical in various countries and achieve continuous accelerated growth.

c. A brief on types of customers

The Company is a leading player in the Food & FMCG and Edible Oils segment with a robust and strong portfolio of brands in the premium, economy, and mass segment. The Company also caters to Institutional buyers both domestic and overseas market, Canteen Stores Department as well as the Hotels, Restaurants, and Cafés (HORECA) segment. The renewable energy business segment also caters to various State Government entities. The Company services its customers belonging to all strata of the society on a PAN India basis with the support of more than 7,500 distributors, 130+ Super Distributors, 100+ sales depots, 1.5 million retail touch points, 1,000+ Chikitsalays, 250+ Mega stores, 3,200+ Aarogya Kendra and more than 47,000 Pharmacies. We have also launched an online ordering app “Order me “ to reach out to our online customers.

(4) Employees

18. Details as at the end of Financial Year

S. No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	% (H / A)

A. EMPLOYEES AND WORKERS (INCLUDING DIFFERENTLY ABLED)

EMPLOYEES								
1.	Permanent (D)	3,925	3,793	96.64	132	3.36	0	0.00
2.	Other than permanent (E)	25	23	92.00	2	8.00	0	0.00
3.	Total employees (D + E)	3,950	3,816	96.61	134	3.39	0	0.00

WORKERS								
4.	Permanent (F)	1,368	1,298	94.88	70	5.12	0	0.00
5.	Other than permanent (G)	12,142	11,966	98.55	176	1.44	0	0.00
6.	Total workers (F + G)	13,510	13,264	98.17	246	1.82	0	0.00

B. DIFFERENTLY ABLED EMPLOYEES AND WORKERS

DIFFERENTLY ABLED EMPLOYEES								
1.	Permanent (D)	0	0	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0	0	0
3.	Total differently abled employees (D + E)	0	0	0	0	0	0	0

DIFFERENTLY ABLED WORKERS								
4.	Permanent (F)	0	0	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0	0	0

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67
Key Management Personnel	4	0	0.00

20. Turnover rate for permanent employees and workers

For the second year in succession, we have been recognised as a “Great Place to Work” which is testimony to conscious effort by the Company to build a culture that can attract multi-generational talent. Our attrition rates continue to be in line with industry average, and we constantly work towards talent retention and employee engagement across the Company.

	Turnover rate in current FY (2022-23) (%)			
	Male	Female	Other	Total
Permanent Employees	28.10	0.70	0.00	28.80
Permanent Workers	5.60	0.10	0.00	5.70

	Turnover rate in current FY (2021-22) (%)			
	Male	Female	Other	Total
Permanent Employees	28.20	0.10	0.00	28.30
Permanent Workers	6.50	0.10	0.00	6.60

	Turnover rate in current FY (2020-21) (%)			
	Male	Female	Other	Total
Permanent Employees	14.70	0.30	0.00	15.00
Permanent Workers	5.70	0.00	0.00	5.70

(5) Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No)
The company has no holding / subsidiary / associate companies / joint ventures				

(6) CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in ₹): 315,24,65,60,366

(iii) Net worth (in ₹): 66,64,73,57,993

(7) Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	(If Yes, then provide web-link for grievance redress policy)	FY (2022-23)			PY (2021-22)		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	YES	http://www.patanjalifoods.com/ContactUs.php	NIL	NIL	Company has put in place systems to address concerns and suggestions of stakeholders by way of email, Toll free number and social media platforms. The pending complaints are under process of resolution.	NIL	NIL	N.A.
Investors (other than shareholders)	YES	http://www.patanjalifoods.com/ContactUs.php	NIL	NIL		NIL	NIL	N.A.
Shareholders	YES	http://www.patanjalifoods.com/ContactUs.php	133	0		50	0	Resolved
Employees and workers	YES	http://www.patanjalifoods.com/ContactUs.php	NIL	NIL		1	0	Resolved
Customers	YES	http://www.patanjalifoods.com/ContactUs.php	4044	51		1580	0	Robust System in place to address concerns and suggestions of Customers received by email or Toll-free Number or Social Media Platforms.
Value Chain Partners	YES	http://www.patanjalifoods.com/ContactUs.php	NIL	NIL		NIL	NIL	N.A.

24. Overview of the entity’s material responsible business conduct issues:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Supply Chain Resilience	Risk & Opportunity	Risk: Supply chain disruptions and commodity inflation impact raw material costs and availability due to import dependence. Geopolitical instability in key markets is a concern. Opportunity: Aim to reduce import dependence through domestic production of palm oil.	Mitigate: Capitalise on domestic oil palm expansion programs to reduce import dependency and aggressively increase the oil palm planted area.	Positive: Reducing import dependency in the supply chain yields long-term results.
2.	Economic Stability	Risk	Slowdown in economic activity could impact the FMCG industry and sales. Volatility in interest rates may affect financial performance and lead to investment losses.	Adapt: Align product portfolio with a mix of premium, mass, and economy segment products, manage interest rate risk, and maintain adequate liquidity.	Negative: Economic slowdown and interest rate volatility may impact financial performance.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Risk Identification & Mitigation	Risk & Opportunity	Risk: Foreign currency fluctuations and commodity price changes impact financial performance due to import dependency. Business disruption from geopolitical events may occur. Opportunity: The Company aims to reduce import dependence through domestic production. This initiative aligns with changing consumer preferences and global demand for sustainable products.	Mitigate: Minimise import dependency, expand domestic oil palm plantation, and increase exports to create a natural foreign currency hedge.	Positive: Reducing import dependency and increasing exports yield long-term results.
4.	Effective Corporate Governance	Opportunity	Opportunity: Enhancing corporate governance improves business transformation and reputation.	Adapt: Establish and implement internal policies and improve compliances.	Positive: Increase shareholders' confidence and laying the foundation for sound financial practices for the short, medium and long term.
5.	Consumer Engagement & Innovation	Opportunity	Opportunity: Tracking consumer trends and strengthening dealer networks to improve brand reach and cater to changing preferences.	Adapt: Constantly analyse the market, selecting the best suppliers and venture into promising markets.	Positive: Diversified product portfolio leads to increased consumer satisfaction and sales.
6.	Nutrition Accessibility	Opportunity	Opportunity: Providing access to healthy products addresses malnourishment and promotes well-being. Integrating plant-based products enhances the portfolio.	Adapt: Enhance distribution network, create affordable healthy products meeting consumer preferences	Positive: Diverse FMCG product portfolio offering stability and higher margins.
7.	Circular Practices & Waste Reduction	Opportunity	Opportunity: Transitioning to circular models with reduced reliance on non-renewable resources creates a sustainable business model.	Adapt: Improve the renewable energy mix and focus on reusing and recycling materials wherever possible across the value creation model.	Positive: Reduced dependency on non-renewable materials create and create a sustainable environment. Negative: Increased costs of recycling and packaging.
8.	Climate Resilience & Adaptation	Opportunity & Risk	Risk: Climate change events impact business Opportunity: Opportunity lies in sourcing sustainability and developing local supply chains.	Mitigate: Sustainable sourcing, water-saving solutions, local supply chains, and oil palm plantation in India.	Positive: Reduced import dependency and focus on water usage create resilience. Negative: Impact extent depends on the event.
9.	Compliance & Regulatory Adherence	Risk	Risk: Non-compliance with laws damages reputation and affects business growth. Adverse changes in regulations could impact results.	Mitigate: Comply with State & Central laws, monitor and review compliance, and maintain vigil mechanisms.	Neutral: No immediate financial implication, but potential costs in the long run.
10.	Data Security & Privacy	Risk	Risk: Disruptions from cyber attacks and non-availability of critical information impact business operations and results.	Mitigate: Robust IT systems, firewalls, contingency measures, and employee training.	Neutral: Implications depend on the effectiveness of the mitigation approach.
11.	Employee Well-being & Development	Opportunity	Opportunity: Talent acquisition, retention, and employee well-being contribute to sustainable business success.	Adapt: Create an inclusive and high-performing work environment, encourage entrepreneurship, and reward performance.	Neutral: Costs commensurate with business goals, positive impact in the long run.
12.	Quality Assurance & Product Safety	Opportunity	Opportunity: Ensuring production quality and safety enhance brand reputation amid increasing transparency requirements.	Adapt: Obtain third-party certifications to ensure product safety and quality.	Positive: Enhanced brand loyalty and increased market share.
13.	Ecological Footprint Reduction	Opportunity	Opportunity: Focus on waste, water, and energy management along with GHG emissions reduction.	Adapt: Use renewable energy, adopt eco-friendly practices (5 R principle).	Positive: Reduced ecological impact and improved energy management.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
POLICY AND MANAGEMENT PROCESSES									
1.									
a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	http://www.patanjalifoods.com/investors_policies.php								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No.								
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	• QMS-9001:2015 • EMS-14001-2015 • OHSAS-45001-2018 • FSSC- 22000- 2018 • GMP+ Feed Safety System • Food chain ID (formerly known as Cert id) • Halal Certification • Kosher • FSSAI • HACCP – Food Safety								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	To strengthen our Environmental, Social and Governance (ESG) commitment, we are evaluating the impact of our operations on the various parameters of ESG to set short, medium and long-term targets. Our endeavour is to grow and expand our operations while creating a positive impact on the environment and society at large. During the year under review, we undertook the following steps to establish our ESG vision and strategy: • Stakeholder identification • Internal surveys and discussions • Evaluation of standards and frameworks • Identification of key ESG goals The Company stands committed to ESG aspects related to: • Keeping community welfare at the core of decision making • Promoting diversity in all forms at the workplace and building an inclusive work culture • Improve operational efficiency, use of renewable power, achieve water efficiency and reduce emissions across our plants. • Work towards improving transparency and completeness of disclosure in alignment with international best practices • Engage with suppliers for ensuring traceability to mill for the imported raw materials. The Company has already implemented various ESG aspects in its business operations: • It consumes ~20% of all its energy requirements at its plants in Madhya Pradesh, Tamil Nadu, Gujarat, Maharashtra and Karnataka by way of renewable energy produced from 84.6 MW Wind Power Generation facilities of the Company and utilises solar power of 4.24 MW for its operations procured from external sources. • In its palm plantation business, the Company has achieved 63,816 Ha of planted area which is watered by using drip irrigation to ensure effective utilisation of water resources. 100% of Oil Palm Fruit are sustainably sourced. • To support the farmers the Company has set up 26 nurseries, and 23 fertiliser godowns across twelve states in India reaching out to more than 45,688 farmers. The Company continues to work towards using organically grown products for its nutraceutical range of business. In the FY 2022-23, the Company has sequestered 116,721 tCO₂ through its wind energy business.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	N.A.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
GOVERNANCE, LEADERSHIP, AND OVERSIGHT									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	I am pleased to present our first edition Business Responsibility and Sustainability Report (BRSR) for the financial year 2022-23. The report encapsulates our ongoing efforts at being a responsible business entity and empowers stakeholders to make informed decisions. Your company is strongly committed to being a truly sustainable and responsible business and continues to make focused efforts in that direction. The Company is also evaluating the impact of our operations on the various parameters of ESG to set short, medium and long-term targets. For more information please refer Page 32 “MD’s Message” section of this report.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Shri Ram Bharat, Managing Director								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No).	Yes, The Company has formed an ESG and CSR Committee (ECC) for decision making on sustainability and CSR related issues.*								
If yes, provide details.	*Approved in the meeting of Board of Directors on 11 th August 2023 Shri Ram Bharat, Managing Director								

10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee									Frequency (Annually / Half yearly /Quarterly /Any other-please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The policies are reviewed internally on a periodic basis.																	
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	The Company is in compliance with all applicable statutory requirements and monitors the same through a compliance tool implemented across its various facilities to ensure timely compliance and monitoring. The tool is equipped with automated escalation matrix features to ensure prompt redressal of any issues.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
If Yes, Provide name of the agency	The independent internal auditor appointed by the Company reviews the working of the policies from time to time in addition to internal review undertaken periodically by respective departments.								

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
It is planned to be done in the next financial year (Yes/No)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Any other reason (please specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	7	Business and Industry: 1. Business & Operational Performance of the company Financial and Treasury: 1. Financial Results and Performance 2. Utilisation of Funds ESG: 1. CSR Initiatives and their impact 2. Internal Audit Plans and findings 3. Internal financial controls 4. Risk Management Systems 5. ESG Goals Legal and Regulatory Compliance 1. Compliances with various applicable laws 2. Compliance Management Tool 3. Various activities undertaken by Registrars & Transfer Agent (RTA) 4. Material litigation 5. Hedging operations on commodity and forex Regulatory Updates: 1. Amendments to Schedule III of the Companies Act, 2013 - Companies (Auditors Report) Order, 2020 2. Disclosure Obligations of Listed Entities in relation to Related Party Transactions.	100
Key Managerial Personnel	2	- Structural Digital Database under SEBI (PIT) Regulations, 2015 - SEBI (Prohibition of Insider Trading) Regulations, 2015	100
Employees other than BoD and KMPs	263	- Management Development Programmes (MDP) - Prevention of Sexual Harassment (PoSH) - HR Policies - Safety programs (Fire, Health & environment, General safety) - Time Management - Office Safety - Job trainings, Mock drills - Other curated Training programmes	81.17
Workers	299	- Worker Development Programmes (WDP) - Health and Safety - Use of PPE - Material Management - Prevention of Sexual Harassment (PoSH) - Health and Hygiene - Pest Awareness - Time Management - Job trainings and Mock drills - Other Curated workshops	87.79

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

Monetary	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	N.A.	N.A.	N.A.	N.A.	N.A.
Settlement	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding fee	N.A.	N.A.	N.A.	N.A.	N.A.

Non - Monetary	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Sr.	Case Details	Name of the regulatory/ enforcement agencies/judicial institutions
N.A.	N.A.	N.A.

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the company has Board approved anti-corruption and anti-bribery policy. It is displayed on the website of the company and the link for the same is http://www.patanjalifoods.com/investors_policies.php

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY (2022-23)	PY (2021-22)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

	FY (2022-23)		PY (2021-22)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NA	NIL	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NA	NIL	NA

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

N.A.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY (2022-23)	PY (2021-22)	Details of improvements in environmental and social impacts.
R&D	₹ 42,536,362	₹ 39,967,657	Efficiency in harvesting of Fresh Fruit Bunches (FFB), use of water resources and safety parameters.
Capex	₹ 32,990,144	₹ 41,469,931	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

b. If yes, what percentage of inputs were sourced sustainably?

100% of Fresh Fruit Bunches (FFB's) for domestic Oil palm production, Soya Seeds and Mustard Seeds for edible oil and by-products manufacturing were sourced sustainably from farmers.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The Company has partnered with Government approved recyclers at various locations in the country for disposal of e- waste. The plastic waste generated are reused to the extent possible and disposed with the support of identified value chain partners. All the hazardous waste generated by the Company are disposed as per applicable norms after required treatment in the Effluent Treatment Facilities/ or through approved value chain partners.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, we have submitted extended producer responsibility (EPR) plan as per government norms and the same is available in the public domain. During FY 2022-23, we have achieved our EPR target of plastic waste through collection and sustainable disposal on pan India basis in tie up with value chain partners who have been granted EPR Authorisation [under E-Waste (Management) Rules, 2016].

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
	PERMANENT EMPLOYEES										
Male	3,793	3,793	100	3,793	100	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	132	132	100	132	100	132	100	N.A.	N.A.	N.A.	N.A.
Other	NIL	NIL	N.A.	NIL	N.A.	NIL	N.A.	N.A.	N.A.	N.A.	N.A.
Total	3,925	3,925	100	3,925	100	132	100	N.A.	N.A.	N.A.	N.A.
	OTHER THAN PERMANENT EMPLOYEES										
Male	23	-	-	-	-	-	-	N.A.	N.A.	N.A.	N.A.
Female	2	-	-	-	-	-	-	N.A.	N.A.	N.A.	N.A.
Other	NIL	NIL	N.A.	NIL	N.A.	NIL	N.A.	N.A.	N.A.	N.A.	N.A.
Total	25	-	-	-	-	-	-	N.A.	N.A.	N.A.	N.A.

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Health insurance			Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Total (A)	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
PERMANENT WORKERS											
Male	1,298	1,298	100	1,298	100	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	70	70	100	70	100	70	100	N.A.	N.A.	N.A.	N.A.
Other	-	NIL	N.A.	NIL	N.A.	NIL	N.A.	N.A.	N.A.	N.A.	N.A.
Total	1,368	1,368	100	1,368	100	70	100	N.A.	N.A.	N.A.	N.A.
OTHER THAN PERMANENT WORKERS											
Male	11,966	11,966	100	11,966	100	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	176	176	100	176	100	176	100	N.A.	N.A.	N.A.	N.A.
Other	-	NIL	N.A.	NIL	N.A.	NIL	N.A.	N.A.	N.A.	N.A.	N.A.
Total	12,142	12,142	100	12,142	100	176	100	N.A.	N.A.	N.A.	N.A.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY (2022-23)			PY (2021-22)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/ N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/ N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	100	100	Yes	100	100	Yes

3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

While a number of office premises have already been equipped with facilities to support differently-abled, we are proactively undertaking efforts to extend the same to the remaining locations. Our commitment to inclusivity drives us to continuously enhance the workplace environment and ensure that every employee, regardless of their abilities, can thrive and contribute effectively.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy

Yes, the Company has an equal opportunity policy which posters an environment of inclusivity and growth. The company aims to comply with all applicable fair employment practices in line with Right of Persons with Disabilities Act 2016. The policy can be accessed through the following link: http://www.patanjalifoods.com/investors_policies.php

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	N.A.	N.A.	N.A.	N.A.
Female	N.A.	N.A.	N.A.	N.A.
Other	N.A.	N.A.	N.A.	N.A.
Total	N.A.	N.A.	N.A.	N.A.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief

Permanent Workers	Yes	In line with the policy of the Company to ensure a strong connect with all its employees and addressing their concerns in a timely manner a grievance redressal mechanism accessible through Intranet HR application ‘HR Konnect’ has been established. All employees can submit their grievances which undergo a thorough review process and concerned departments ensure effective and timely resolution of the same. The unresolved grievances are reviewed periodically and escalated in case of any delay in resolution. The Company has also formed PoSH committees at various locations to create an inclusive work environment, protect the rights of the employees and workers and prevent sexual harassment.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY (2022-23)			PY (2021-22)		
	Total employees/ workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	3,925	53	1.35	2,629	89	3.39
Male	3,793	53	1.40	2,581	88	3.41
Female	132	-	0.00	48	1	2.08
Other	-	-	0.00	-	-	0.00
Total Permanent Workers	1,368	275	20.10	767	270	35.20
Male	1,298	275	21.19	767	270	35.20
Female	70	-	0.00	-	-	0.00
Other	-	-	0.00	-	-	0.00

8. Details of training given to employees and workers:

Category*	FY (2022-23)					PY (2021-22)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
EMPLOYEES										
Male	3,793	1,924	50.73	1,711	45.11	2,581	1,781	69.00	813	31.50
Female	132	69	52.27	65	49.24	48	33	68.75	15	31.25
Other	-	-	0.00	-	0.00	-	-	0.00	-	0.00
Total	3,925	1,993	50.78	1,776	45.25	2,629	1,814	69.00	828	31.49
WORKERS										
Male	1,298	429	33.05	395	30.43	767	476	62.06	304	39.63
Female	70	-	0.00	-	0.00	-	-	0.00	-	0.00
Other	-	-	0.00	-	0.00	-	-	0.00	-	0.00
Total	1,368	429	31.36	395	28.87	767	476	62.06	304	39.63

* Permanent employees and workers.

9. Details of performance and career development reviews of employees and worker:

Category	FY (2022-23)			PY (2021-22)		
	Total (A)	No. (B)	% (B/A)	Total (D)	No. (E)	% (E / D)
EMPLOYEES						
Male	3,793	2,410	63.54	2,581	1,850	71.68
Female	132	42	31.82	48	30	62.50
Other	-	-	0.00	-	-	0.00
Total	3,925	2,452	62.47	2,629	1,880	71.51
WORKERS						
Male	1,298	488	37.60	767	767	100.00
Female	70	-	0.00	-	-	0.00
Other	-	-	0.00	-	-	0.00
Total	1,368	488	35.67	767	767	100.00

Review was undertaken on an ongoing basis for eligible employees and workers.

10. Health and safety management system:

- a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, the Occupational Health and Safety management policy is being followed across all manufacturing locations, offices covering all employees, workers and relevant stakeholders. All our operational manufacturing facilities are certified with ISO 45001 certification.

- b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The company has a well-defined process for preventing incidents, injuries, occupational disease, emergency control and prevention and continuity of operations. For all activities including routine or non-routine (permit/project activities) hazards are identified and corrective action is undertaken through Hazard Identification and Risk Assessment (HIRA)/Job Safety & Environment Assessment (JSEA) / Standard Operating Procedure (SOP). For identifying the process hazards, Hazard & Operability Study (HAZOP) is also being carried out at various facilities with the help of internal experts.

- c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

- Yes, we encourage our Workers to report any work related hazard . Adequate measures are taken to mitigate these hazards and the measures are communicated to the workers. The plant head monitors the same on a regular basis.
- We are also developing a digital tool for near miss reporting, incident and accident reporting along with compilation of Corrective & Preventive Action (CAPA) which can be analysed by a Central Repository.

- d. **Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)**

Yes.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY (2022-23)	PY (2021-22)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.18	0.24
	Workers	0.57	0.06
Total recordable work-related injuries	Employees	1	1
	Workers	9*	-
No. of fatalities	Employees	0	-
	Workers	1	2
High consequence work related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	3	-

* Including high consequences work related injury.

12. Describe the measures taken by the entity to ensure a safe and healthy work place

The Company is committed to continuously employing best Safety, Health, and Environment (SHE) practices across all its facilities. To ensure steady improvement in the SHE performance, the company has adopted voluntary standards such as ISO 45001 at all its operational manufacturing facilities. The Company has implemented JSEA, HIRA, HAZOP and implementing 100% machine guarding standard. The Company's commitment to safety management programme follows a top down approach and continuously improving the safety culture across its facilities with measures like tool Box talk on regular basis, curated safety training programmes etc.

13. Number of Complaints on the following made by employees and workers:

	FY (2022-23)			PY (2021-22)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	14	-		-	-	
Health & Safety	6	-		-	-	

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

- All safety related incidents are investigated and learnings from the same are shared for deployment of corrective actions to prevent reoccurrence of such events. The company encourages its employees and workers to report near misses incidents, all first aid cases, recordable accidents and other work-related illness and based on the same appropriate action plan are prepared. The company regularly assesses the effectiveness of such corrective action plans during periodic safety audits at its various plant locations. The Company has implemented lockout/tagout (LOTO) practices and procedures and is undertaking Hazard and Operability Study for critical processes.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholders are critical to our business and their interests have a key influence on our business strategy. Our stakeholder are those which are directly or indirectly impacted by the operations of the company and they include stakeholders to which PFL has a financial, legal or moral responsibilities. The methods of stakeholder engagement include regular interactions, investor meetings and calls, interaction with team members, as well as feedback mechanisms which help us to identify stakeholder expectations, conflicts and concerns.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Sr.	Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
1.	Customers	No	Focused Group Discussions, Digital Platforms, Market Research (TV commercials, newspaper ads and pamphlets are in the local language, wherever applicable)	Continuous Basis	- Engage with distributors and retailers - Transparent communication through commercial discussions and meetings
2.	Value Chain Partners	No		As needed	- One-on-one meetings to discuss service levels or other commercial aspects - Interactions regarding quality of raw materials, technology benefits, safety, health, environmental and ethical compliance
3.	Employees and workers	No	Employee engagement surveys, developed informative and up to-date employee communication channels, arranged regular interactions with the C-suite, Town halls, One-on-one performance reviews, Various learning and development initiatives (Worker level L&D initiatives are in the local language, wherever applicable)	Continuous Basis	- Direct engagements by supervisors and business management - Conferences and town hall meetings - Induction and internal training - Outbound exercises - Employee wellness campaigns
4.	Government and Industry bodies	No		As needed	- Audits of manufacturing sites by regulatory authorities - Reports and interactions aimed at confirming legislative and regulatory compliance policies and processes - Involvement in government programmes aimed at uplifting communities and reduce edible oil import dependence
5.	Investors and Capital Providers	No		Continuous Basis	- Investor and analyst presentations; one-on one meetings - Media releases, quarterly presentations and published results - Annual General Meetings - Investor relations section of PFL's website - Engagement with the financial media

PRINCIPLE 5 Businesses should respect and promote human rights.

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY (2022-23)			PY (2021-22)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
EMPLOYEES						
Permanent	3,925	3,925	100	2,629	2,629	100
Other than permanent	25	25	100	17	17	100
Total Employees	3,950	3,950	100	2,646	2,646	100
WORKERS						
Permanent	1,368	1,368	100	767	767	100
Other than permanent	12,142	12,142	100	-	-	0
Total Workers	13,510	13,510	100	767	767	100

2. Details of minimum wages paid to employees and workers, in the following format.

Category	FY (2022-23)					PY (2021-22)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	% (F /D)
EMPLOYEES										
Permanent	3,925	-	-	3,925	100	2,629	-	-	2,629	100
Male	3,793	-	-	3,793	100	2,581	-	-	2,581	100
Female	132	-	-	132	100	48	-	-	48	100
Other	-	-	-	-	-	-	-	-	-	-
Other than Permanent	25	-	-	25	100	17	-	-	17	100
Male	23	-	-	23	100	15	-	-	15	100
Female	2	-	-	2	100	2	-	-	2	100
Other	-	-	-	-	-	-	-	-	-	-
WORKERS										
Permanent	1,368	-	-	1,368	100	767	-	-	767	100
Male	1,298	-	-	1,298	100	767	-	-	767	100
Female	70	-	-	70	100	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
Other than Permanent	13,510	-	-	13,510	100	9,325	-	-	9,325	100
Male	11,966	-	-	11,966	100	9,171	-	-	9,171	100
Female	176	-	-	176	100	154	-	-	154	100
Other	-	-	-	-	-	-	-	-	-	-

3. Details of remuneration/salary/wages, in the following format:

	Male		Female		Other	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	5	₹ 1.00*	1	₹ 0.14 crore	-	N.A.
Key Managerial Personnel	4	₹ 0.70 crore	-	N.A.	-	N.A.
Employees other than BoD and KMP	3,789	₹ 0.05 crore	132	₹ 0.04 crore	-	N.A.
Workers	1,298	₹ 0.03 crore	70	₹ 0.02 crore	-	N.A.

* The average remuneration (in form of sitting fees) of Board of Directors is ₹ 14,40,000 and remuneration of Managing Director is ₹ 1 only.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. Any Human rights issues either at the facilities or offices of the Company are addressed to the Human Resource (HR) Function for resolution. The HR function reports to the Managing Director (MD) of the company and periodic review is undertaken by the Chief Operating Officer (COO) who also heads to HR function.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The company has provided various platforms like HR connect, PoSH committee, email etc to facilitate employees and workers to express their concerns anonymously or otherwise. In addition, the company has also made a Code of Conduct and formulated a whistleblower policy which allows all our employees and workers to report any kind of grievances including human rights issues. All grievances received are routed through the human resource function which reports to the Managing Director of the company. The Company has a framework for taking necessary action in line with underlying policies and applicable regulations and closure of grievances is intimated to the aggrieved person if the grievance is not received anonymously.

6. Number of Complaints on the following made by employees and workers

	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0		1	0	Resolved
Discrimination at workplace	0	0		0	0	
Child Labour	0	0		0	0	
Forced Labour/Involuntary Labour	0	0		0	0	
Wages	0	0		0	0	
Other human rights related issues	0	0		0	0	

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The company has a whistleblower policy and any person can raise a grievance either anonymously or otherwise and same is resolved and closure of the same is intimated to the concerned person. The HR function monitors such grievances to prevent repetition of the same by forming appropriate policies as required. Further, at all locations the company has formulated and internal committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013).

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

9. Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
Total electricity consumption (A)	315,258	262,818
Total fuel consumption (B)	8,217,010	7,426,269
Energy consumption through other sources (C)	80,892	62,211
Total energy consumption (A+B+C)	8,613,160	7,751,298
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.000027	0.000032
Energy intensity (optional) – the relevant metric may be selected by the entity		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?	Yes*	
If yes, name of the external agency.	Intertek India Pvt. Ltd.	

* Independent Limited Assurance has been carried out and final report is awaited.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any

No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
Water withdrawal by source (in kilolitres)		
(i) Surface water	236,833	218,682
(ii) Groundwater	1,169,541	1,200,391
(iii) Third party water	1,265,167	1,101,794
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,671,541	2,520,867
Total volume of water consumption (in kilolitres)	2,671,383	2,533,778
Water intensity per rupee of turnover (Water consumed / turnover)	0.000008	0.000010
Water intensity (optional) – the relevant metric may be selected by the entity		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?	Yes*	
If yes, name of the external agency.	Intertek India Pvt. Ltd.	

* Independent Limited Assurance has been carried out and final report is awaited.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation?

Yes the company has implemented ZLD (Zero liquid discharge) facilities at Mangliya, Chennai & Patalganga and is working towards implementing the same at other locations. The Company has installed MEE/ MVR /ATFD/ Effluent Treatment plants (ETP) at all other locations .The recycled water is used for horticulture and industrial uses to ensure minimal fresh water intake. The solid waste is sent to authorised agencies for further processing. The Company follows all applicable guidelines and directions on maintaining the standards of ETP as required by the Pollution Control Boards.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY (2022-23)	PY (2021-22)
NOx	mg/m ³	59	38
SOx	mg/m ³	62	43
Particulate matter (PM)	mg/m ³	71	53
Persistent organic pollutants (POP)	N.A.	N.A.	N.A.
Volatile organic compounds (VOC)	N.A.	N.A.	N.A.
Hazardous air pollutants (HAP)	N.A.	N.A.	N.A.
Others – please specify	N.A.	N.A.	N.A.
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		No	
If yes, name of the external agency.		N.A.	

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Please specify unit	FY (2022-23)	PY (2021-22)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂	648,772	586,056
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂	70,933	59,134
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.000002	0.000003
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		Yes*	
If yes, name of the external agency.		Intertek India Pvt. Ltd.	

* Independent Limited Assurance has been carried out and final report is awaited.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details

No

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	272	207
E-waste (B)	2	3
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	615	496
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	71,815	51,869
Total (A+B + C + D + E + F + G + H)	72,705	52,576

Parameter	FY (2022-23)	PY (2021-22)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	69,529	53,113
(ii) Re-used	155	71
(iii) Other recovery operations	1,822	1,257
Total	71,506	54,441
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	82	63
(ii) Landfilling	6,652	5,040
(iii) Other disposal operations	802	448
Total	7,535	5,551
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?	Yes*	
If yes, name of the external agency.	Intertek India Pvt. Ltd.	

* Independent Limited Assurance has been carried out and final report is awaited.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The company disposes all the hazardous waste as per government guidelines. The company is committed to minimise its waste generation and disposal by adopting the principle of 5 R's i.e. - Refuse, Reduce, Reuse, Repurpose, Recycle to the extent possible. The Company has taken various initiatives in this regard. In the Palm plantation business, the solid waste generated consists of Empty Fruit Bunches (EFB) of oil palm, fibre, and shells. Liquid waste or Palm Oil Mill Effluent (POME) is also generated from the processing of fresh fruit bunches to Crude Palm Oil. The Company uses both types of waste as organic fertiliser and fuel. In the Oleo Chemicals business, the by products from processing of edible oils are used as the primary feedstock.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with?	If no, the reasons thereof and corrective action taken, if any.
The company does not have offices located in any ecologically sensitive areas.				

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Sr No.	Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable						

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Our company operates in full compliance with all applicable environmental laws and regulations in India.				

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations: 8
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National/International)
1.	The Soyabean Processors Association of India (SOPA)	National
2.	Solvent Extractors Association of India (SEA)	National
3.	Indian Vegetable Oil Producers Association (IVOPA)	National
4.	Oil Palm Developers and Processors Association	National
5.	Soya Food Promotion and Welfare Association	National
6.	The Agricultural and Processed Food Products Export Development Authority (APEDA)	National
7.	Federation of Indian Export Organisation (FIEO)	National
8.	Round Table on Sustainable Plam Oil (RSPO)	International

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Sr.	Name of authority	Brief of the case	Corrective action taken
		N.A.	

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Sr.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency	Results communicated in public domain	Relevant Web link
	Our Company's plant and operations do not warrant the need for a Social Impact Assessment					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
	Not Applicable					

3. Describe the mechanisms to receive and redress grievances of the community.
- The Company engages with the community on need basis. Apart from direct feedback mechanism, the company encourages its stakeholders to engage with the Company for any Grievance/Feedback/Complaints by way of email on wecare@patanjalifoods.co.in or reach out telephonically or by post. The details of which are available on our company's website (www.patanjalifoods.com/ContactUs.php)

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY (2022-23) (%)	PY (2021-22) (%)
Directly sourced from MSMEs/ small producers	30	25
Sourced directly from within the district and neighbouring districts	42	32

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.
- Consumers can lodge a complaint about our products via email - wecare@patanjalifoods.co.in or call our toll free number - 1800 180419. Consumers can also reach out to us via our website www.patanjalifoods.com/ContactUs.php

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Our products carry all necessary disclosures and information as mandated under the law for various products sold by the Company.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following

	FY (2022-23)		Remark	PY (2021-22)		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL	NIL	NIL	NIL	NIL	NIL
Advertising	NIL	NIL	NIL	NIL	NIL	NIL
Cyber-security	NIL	NIL	NIL	NIL	NIL	NIL
Delivery of essential services	NIL	NIL	NIL	NIL	NIL	NIL
Restrictive Trade Practices	NIL	NIL	NIL	NIL	NIL	NIL
Unfair Trade Practices	NIL	NIL	NIL	NIL	NIL	NIL
Other	4044	51	The company is in the process of resolving the pending complaints.	1580	0	Resolved

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NIL	N.A.
Forced recalls	NIL	N.A.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.
- The company has integrated cyber security into its IT security framework to mitigate risks and it regularly assesses its processes to protect against any such threats.
6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services
- NIL

Independent Auditor’s Report

To the Members of

PATANJALI FOODS LIMITED

(Formerly known as Ruchi Soya Industries Limited)

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Patanjali Foods Limited** (“the Company”), which comprise the standalone balance sheet as at 31st March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and profit (including other comprehensive income), statement of changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company

in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31st March 2023. This matter was addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key Audit Matter	How our audit addressed the key audit matter
Revenue recognition as per Ind AS 115 (As described in note no. 2(B)(k), 21 and 45 of the standalone financial statements)	
Revenue is recognised net of discounts & rebates earned by the customers on the Company’s sales. The discounts & rebates recognised based on sales made during the year.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient audit evidence:
Revenue is recognised when control of the underlying products have been transferred along with satisfaction of performance obligation. The terms of sales arrangements, including the timing of transfer of control, the nature of discount and rebates arrangements and delivery specifications, create complexity and judgment in determining sales revenues.	- Assessing the environment of the IT system related to invoicing and measurement and accounting of revenue. - On a sample basis, tested supporting documentation for sales transactions recorded during the year which included customer contracts, sales orders, sales invoices, shipping documents, discounts and rebates conditions and other related documents. - Evaluated the appropriateness of revenue recognition policy and adequacy of disclosures in the standalone financial statements in respect of revenue recognition in accordance with the Ind AS 115.
Further customer’s rebate/discounts represent a material reduction in sales and process for calculating and recording the above involves significant manual process. Risk exists that revenue is recognised without substantial transfer of control and is not in accordance with Ind AS115 “Revenue from contracts with customers”, resulting into recognition of revenue in incorrect period.	
Considering the above factors, revenue recognition has been considered as a key audit matter.	

Key Audit Matter	How our audit addressed the key audit matter
Acquisitions of food retail business undertaking from Patanjali Ayurved Limited on going concern basis by way of slump sale (As described in note no. 2(B)(v) and 47 (B) of the standalone financial statements)	
The Board of Directors of the Company in its meeting held on 18th May 2022 has approved the acquisition of food business undertaking from Patanjali Ayurved Limited. Pursuant to Business Transfer Agreement, as amended, entered with Patanjali Ayurved Limited (PAL), with effect from 1st July, 2022 (“Acquisition Date”), the Company has acquired Food Retail Business (‘Food Retail Business Undertaking’) as a going concern on a Slump Sale basis for a cash consideration of ₹ 69,000 Lakh. Accordingly, on acquisition date, all the assets acquired including intangible assets identified aggregating to ₹ 73,733.69 Lakh are accounted at fair value in accordance with “IND AS 103” – “Business Combination”, differential amount of ₹ 3,646.68 Lakh after considering effects of deferred tax liabilities are credited to Capital Reserve.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient audit evidence:
As food retail business acquisitions is significant event during the year and acquisition of this business has contributed revenue from operation amounting to ₹ 387,527.90 Lakh for the Company, we considered it to be a key audit matter.	- Performed inquiry procedures with the key managerial persons of the Company with reference to above said transfer. - Obtained and read the minutes of board of directors and shareholders, business transfer agreement (BTA) and amendments thereto, for acquisitions of food retail business. - Understanding the process followed by the Company for the accounting treatment of pursuant to the BTA. - Evaluating whether the measurement, recognition and disclosure of the said transaction is in line with the applicable Indian Accounting Standards. - We obtained management’s workings for the accounting of the acquisitions and evaluated management’s determination of the fair value of the assets acquired, including valuation of intangible asset which is based on independent valuer’s report engaged by the Management. - Assessing whether the accounting entries recorded in the books is in line with the accounting treatment assessed above, including the arithmetical accuracy of the same. - Review of disclosures provided in the standalone financial statements in this regard.

Information other than the financial statements and auditor’s report thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the standalone financial statements and our auditor’s report thereon. The annual report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information identified above, if we conclude that there is a material misstatement therein we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes

maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.
- Further to our comment in the Annexure A, as required by Section 143 (3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - With respect to the adequacy of the internal financial controls with reference to standalone financial statement of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**.
 - In our opinion, the managerial remuneration for the year ended 31st March, 2023 has been paid / provided by the Company to its director in accordance with the provisions of section 197 read with Schedule V to the Act.

- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- The Company, as detailed in Note no. 31 (A) (c) & (d) to the standalone financial statements has disclosed the impact of pending litigations on its financial position.
- The Company did not have any material foreseeable losses on long term contracts including derivative contracts for which there were any material foreseeable losses.
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- Management has represented to us that, to the best of its knowledge and belief, as disclosed in the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - Management has represented to us that, to the best of its knowledge and belief, as disclosed in the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether,

directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- Based on our audit procedures conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (h) (iv) (a) & (b) contain any material misstatement.
- The final dividend paid by the Company during the year which was declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

As stated in note no 50 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For **Chaturvedi & Shah LLP**
Chartered Accountants

Firm's Registration No. 101720W/W100355

Vijay Napawaliya
Partner

Place: Mumbai
Date: 30th May, 2023

Membership No. 109859
UDIN: 23109859BGXRUC8388

“Annexure A” to the Independent Auditor’s Report

(Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of the Patanjali Foods Limited on the standalone financial statements for the year ended 31st March 2023)

(i) In respect of property, plant and equipment and intangible assets:-

- (a)

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the property, plant and equipment on the basis of available information.
- (B) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.
- (b)

As explained to us, Property, Plant & Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c)

According to the information and explanations given to us and the records examined by us, title deeds in respect of immovable properties disclosed as Property, Plant & Equipment (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) in the standalone financial statements are in the name of the Company, except following properties:-

Description of Property	Gross carrying value (₹ in Lakh)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being in the name of Company
Lease Hold Land	71.56	Ruchi Soya Industries Ltd.	No	18th July, 2002	The lease period was up to 17th July, 2008. The Company approached the government authority to extend leasehold term for further period. The matter is sub judicial stage.
Free Hold Land	1,679.23	Patanjali Natural Biscuits Private Limited	Yes	21st May, 2021	Registration of land are pending in absence of various NOC's required from State Government and lenders.
Free Hold Land	501.50	Patanjali Ayurved Limited	Yes	1st July, 2022	
Free Hold Land	5,748.39	Patanjali Ayurved Limited	Yes	1st July, 2022	
Buildings	1,361.89	Patanjali Natural Biscuits Private Limited	Yes	21st May, 2021	
Buildings	3,810.29	Patanjali Ayurved Limited	Yes	1st July, 2022	Registration of buildings are pending in absence of various NOC's required from State Government and lenders.
Buildings	11,364.23	Patanjali Ayurved Limited	Yes	1st July, 2022	

- (d)

According to information and explanations given to us and books of accounts and records examined by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e)

According to information & explanations and representation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

- (b)

As per the information and explanations given to us and examination of books of account and other records produced before us, in our opinion quarterly returns or statements filed by the Company with banks or financial institutions pursuant to terms of sanction letters for working capital limits secured by current assets are in agreement with the books of account of the Company except as disclosed below:

For the quarter ended	Particulars of Securities Provided	Amount as per Books of Account	(₹ In Lakh)	
			Amount as reported in statement of current assets	Difference
September 2022	Inventories and Trade Receivables	5,33,841.41	5,33,654.04	187.37
December 2022	Inventories and Trade Receivables	6,63,734.14	6,64,909.77	(1,175.63)
March 2023	Inventories and Trade Receivables	5,68,257.66	5,70,331.35	(2,073.69)

(ii) In respect of its inventories:-

- (a)

As explained to us and on the basis of the records examined by us, in our opinion, physical verification of the inventories have been conducted at reasonable intervals by the management and having regard to the size and nature of business of the Company and nature of its inventories, the coverage and procedures of such verification by the management is appropriate. As explained to us and on the basis of the records examined by us, the value of the discrepancies noticed on physical verification by management did not exceed 10% or more in aggregate of each class of inventories.

- (iii)

In respect of investments made in, or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties: -

- (a)

As per the information and explanations given to us and books of account and records examined by us, during the year the Company has not provided any loans or advances in the nature of loans, not provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other entities. Therefore, the provision of clause (iii) (a),(c),(d),(e) and (f) of paragraph 3 of the Order are not applicable to the Company.
- (b)

In our opinion and according to information and explanations given us and on the basis of our audit procedures, the investment made are, prima facie, not prejudicial to Company’s interest. The Company has not provided any guarantees or given security or loans and advances in nature of loans.

- (iv)

In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. Further, provisions of sections 186 of the Companies Act, 2013 in respect of investments, have been complied with by the Company. The Company has not given any loans or guarantee or security.

- (v)

According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.

- (vi)

The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a)

According to the records of the Company examined by us, undisputed statutory dues including Goods and Service tax, provident fund, employees’ state insurance, income tax, duty of customs, cess and any other material statutory dues have been generally regularly deposited with appropriate authorities except in respect of payment of provident funds dues and advance income tax. According to the information and explanations given to us, there were

no undisputed amounts payable in respect of the aforesaid dues, which were outstanding as on 31st March, 2023 for a period of more than six months from the date they became payable except provident funds dues amounting to Rs. 3.11 Lakh which could not be deposited due to reasons mentioned in note no. 18 (ii).

- (b)

According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute except as mentioned below:-

Name of the Statute	Nature of the Dues	Amount (₹ In Lakh)	Period to which the amount relates	Forum where Dispute is pending
Income tax act, 1961	Income tax	26,096.82	Assessment year 2020-21	Commissioner of income tax (appeals)

- (viii)

According to the information and explanations given to us and representation given to us by the management, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year. Accordingly, the provision of clause (viii) of paragraph 3 of the Order is not applicable to the Company.

- (ix) (a)

In our opinion and according to the information and explanations given and books of account and records examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- (b)

In our opinion, and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- (c)

In our opinion, and according to the information and explanations given and records examined by us, the Company has not raised any money by way of term loans during the year.

- (d)

According to the information and explanations given to us, procedures performed by us, and on an overall examination of the financial statements of the Company, we report, prima facie, that funds raised on the short-term basis has not been utilised for long term purposes by the Company.

- (e)

According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company does not have any subsidiaries, joint ventures or associate companies, therefore question of raising taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.

- (f) In our opinion, and according to the information and explanations given to us, the Company does not have any subsidiaries, joint ventures or associate companies, therefore question of raising any loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures does not arise.
- (x) (a) According to the information and explanations given to us, during the year the Company has raised ₹ 4,30,000.00 Lakh by way of further public offering (FPO). As on 31st March, 2023, ₹ 4,29,154.87 Lakh have been utilised by the Company for the purpose for which they were raised. The FPO proceeds which were un-utilised as at 31st March, 2023 amounting to ₹ 845.13 Lakh are parked in FPO Monitoring Agency Account and FPO Public Issue Account. Also refer note no. 48 of the Standalone Financial Statements of the Company.
- (b) In our opinion and according to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year under audit.
- (xi) (a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act has been filed by auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion, Company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, wherever applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act. Therefore, the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) (a) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion, and according to the information and explanations provided to us and on the basis of our audit procedures, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.
- (c) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) In our opinion, and according to the information and explanations provided to us, the Group does not have any Core Investment Company (CIC).
- (xvii) In our opinion, and according to the information and explanations provided to us, Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Therefore, provisions of clause (xviii) of Paragraph 3 of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios as given in note no. 43, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) With respect to CSR contribution under section 135 of the Act:
- (a) According to the information and explanations given to us and on the basis of our audit procedures, in respect of other than ongoing projects, there were no unspent amount that were required to be transferred to a Fund specified in Schedule VII in compliance with second proviso to sub-section 5 of section 135 of the Act.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, there were no ongoing projects related to Corporate Social Responsibilities. Therefore, provisions of clause (xx) (b) of Paragraph 3 of the Order are not applicable to the Company.

For **Chaturvedi & Shah LLP****Chartered Accountants**

Firm's Registration No. 101720W/W100355

Vijay Napawaliya**Partner**

Place: Mumbai

Date: 30th May, 2023

Membership No. 109859

UDIN: 23109859BGXRUC8388

“Annexure B” to the Independent Auditor’s Report

Referred to in paragraph 2(f) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of the Patanjali Foods Limited on the standalone financial statements for the year ended 31st March 2023.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone financial statements of **PATANJALI FOODS LIMITED** (“the Company”) as of 31st March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we

comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of

the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm’s Registration No. 101720W/W100355

Vijay Napawaliya
Partner

Place: Mumbai
Date: 30th May, 2023

Membership No. 109859
UDIN: 23109859BGXRUC8388

Standalone Balance Sheet

as at March 31, 2023

(₹ in Lakh)			
Particulars	Notes	As at March 31, 2023	As at March 31, 2022
I. ASSETS			
(1) Non-Current assets			
(a) Property, plant and equipment	3	358,303.37	337,087.35
(b) Capital work-in-progress	3	7,959.25	2,796.62
(c) Goodwill	4	1,082.42	1,082.42
(d) Other Intangible assets	4(a)	155,423.72	151,872.02
(e) Financial assets			
(i) Investments	5(a)	1,990.47	2,921.26
(ii) Others	5(b)	2,589.97	3,335.61
(f) Deferred tax assets (Net)	35	5,327.66	3,926.98
(g) Income tax assets (Net)	6(a)	-	3,768.02
(h) Other non-current assets	6(b)	8,836.90	5,687.40
Total Non-Current assets		541,513.76	512,477.68
(2) Current assets			
(a) Inventories	7	406,997.86	290,532.95
(b) Financial Assets			
(i) Investments	8(a)	1,763.31	1,249.25
(ii) Trade receivables	8(b)	159,763.51	79,622.00
(iii) Cash and cash equivalents	8(c)	80,309.77	37,495.56
(iv) Bank balances other than (iii) above	8(d)	33,742.24	164,133.04
(v) Others	8(e)	32,188.63	5,381.73
(c) Other Current Assets	9	67,711.92	56,721.34
Total Current assets		782,477.24	635,135.87
Assets Classified as held for Sale	10	367.56	407.56
Total Assets		1,324,358.56	1,148,021.11
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	7,238.37	5,915.29
(b) Other Equity	12	977,418.30	611,168.75
Total Equity		984,656.67	617,084.04
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13(a)	7,812.55	270,553.92
(ii) Lease Liabilities	13(b)	60.71	77.05
(iii) Other financial liabilities	13(c)	8,867.54	33,248.20
(b) Income tax liabilities (Net)	14	769.13	-
(c) Other non-current liabilities	15	404.34	400.60
(d) Provision	16	1,422.26	1,122.90
Total Non-Current Liabilities		19,336.53	305,402.67
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17(a)	137,550.87	98,961.08
(ii) Lease Liabilities	17(b)	15.38	13.70
(iii) Trade Payables			
(a) Total Outstanding due to Micro and small enterprises.	17(c)	5,586.00	2,766.38
(b) Total Outstanding due to creditors other than Micro and small enterprises.	17(c)	128,221.91	87,056.27
(iv) Other financial liabilities	17(d)	36,054.16	27,842.59
(b) Other current liabilities	18	12,556.44	8,565.05
(c) Provisions	19	207.60	156.33
Total Current liabilities		320,192.36	225,361.40
Liabilities directly associated with assets classified as held for sale	20	173.00	173.00
Total Equity and Liabilities		1,324,358.56	1,148,021.11

See accompanying Notes to the financial statements from 1 to 53.

As per our report of even date attached
For **Chaturvedi & Shah LLP**
Chartered Accountants
Registration No. 101720W/W100355

For and On Behalf of Board of Directors

Vijay Napawaliya
Partner
Membership no. 109859

Acharya Balkrishna
Chairman
DIN: 01778007

Ram Bharat
Managing Director
DIN: 01651754

Sanjeev Kumar Asthana
Chief Executive Officer

Kumar Rajesh
Chief Financial Officer

Ramji Lal Gupta
Company Secretary

Date: May 30, 2023

Statement of Standalone Profit and Loss

for the year ended March 31, 2023

(₹ in Lakh)			
Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
I Revenue from Operations	21	3,152,465.60	2,420,537.51
II Other Income	22	29,679.88	7,900.71
III Total Income (I+II)		3,182,145.48	2,428,438.22
IV EXPENSES			
Cost of materials consumed	23	2,508,659.30	1,944,748.26
Purchases of Stock-in-Trade	24	328,686.72	211,193.47
Changes in inventories of finished goods, work-in-progress and stock in trade	25	(29,921.53)	(32,541.63)
Employee Benefits Expense	26	27,788.88	18,581.49
Finance Costs	27	23,885.08	35,487.79
Depreciation & Amortisation Expenses	28	15,963.00	13,672.75
Other Expenses	29	189,187.90	129,857.94
Total Expenses (IV)		3,064,249.35	2,321,000.07
V Profit before tax (III-IV)		117,896.13	107,438.15
VI Tax expense			
Current Income Tax	35	31,752.17	14,100.00
Deferred Tax	35	(2,500.15)	12,707.26
VII Profit for the year (V-VI)		88,644.11	80,630.89
VIII (A) Other Comprehensive Income			
(i) Items that will not be reclassified to Profit and Loss			
Remeasurement of gain/(loss) defined benefit plans		(90.55)	164.51
Gain/(loss) FVTOCI Equity Instruments		(385.80)	1,058.19
(B) Hedge Reserve	30		
(i) Items that will be reclassified to Profit and Loss			
Net gain/(loss) on cash flow hedges recognised during the year		49.51	11.60
(ii) Income tax relating to items that will be reclassified to Profit and Loss		(12.46)	(2.92)
IX Total comprehensive income for the year (VII+VIII)		88,204.81	81,862.27
X Earnings per equity share of face value of ₹ 2 each	37		
Basic and Diluted earnings per share			
a Basic (in ₹)		24.54	27.26
b Diluted (in ₹)		24.54	27.26

See accompanying Notes to the financial statements from 1 to 53.

As per our report of even date attached
For **Chaturvedi & Shah LLP**
Chartered Accountants
Registration No. 101720W/W100355

For and On Behalf of Board of Directors

Vijay Napawaliya
Partner
Membership no. 109859

Acharya Balkrishna
Chairman
DIN: 01778007

Ram Bharat
Managing Director
DIN: 01651754

Sanjeev Kumar Asthana
Chief Executive Officer

Kumar Rajesh
Chief Financial Officer

Ramji Lal Gupta
Company Secretary

Date: May 30, 2023

Statement of Standalone Changes in Equity (SOCIE)

for the year ended March 31, 2023

a. Equity share capital

	March 31, 2023		March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
	2,958.41	5,916.82	2,958.41	5,916.82
Balance at the beginning of the reporting year				
Add : Share issued during the year	661.54	1,323.08	-	-
Less : 76,301 (Previous year 76,301 Treasury Equity Shares)	0.76	1.53	0.76	1.53
Balance at the end of the reporting year	3,619.19	7,238.37	2,957.65	5,915.29

b. Other Equity

(i) As at March 31, 2023 [Refer Note 12]

Particulars	Note Reference	Share application money pending allotment	Reserves and Surplus					Item of Other Comprehensive Income		Total
			Capital Redemption Reserve	Securities Premium account	General Reserve	Capital Reserve	Retained Earnings	Hedging Reserve	Equity Instruments through Other Comprehensive Income	
Balance at the beginning of the reporting year		128,980.49	8,770.98	45,186.45	41,815.51	15,662.53	378,514.54	8.68	(7,770.43)	611,168.75
Profit for the year		-	-	-	-	-	88,644.11	-	-	88,644.11
Other Comprehensive Income for the year	30	-	-	-	-	-	(90.55)	37.05	(385.80)	(439.30)
Total comprehensive income for the year			-	-	-	-	88,553.56	37.05	(385.80)	88,204.81
Other changes during the year										
(i) Transferred to Equity Share Capital & Security Premium account	12A	128,980.49	-	-	-	-	-	-	-	128,980.49
(ii) Pursuant to Further Public Offering	12C	-	-	428,676.93	-	-	-	-	-	428,676.93
(iii) FPO issue expenses	12C	-	-	7,198.58	-	-	-	-	-	7,198.58
(iv) Arising pursuant to slump purchase as per BTA of Food Division	12E	-	-	-	-	-	3,646.68	-	-	3,646.68
(v) Transferred from other comprehensive income	12 F	-	-	-	-	-	(32.63)	-	-	(32.63)
(vi) Dividend paid	12 F	-	-	-	-	-	(18,099.80)	-	-	(18,099.80)
(vii) Transferred to retained earnings	12 H	-	-	-	-	-	-	-	32.63	32.63
Balance at the end of the reporting year		-	8,770.98	466,664.80	41,815.51	19,309.21	448,935.67	45.73	(8,123.60)	977,418.30

(ii) As at March 31, 2022 [Refer Note 12]

Particulars	Note Reference	Share application money pending allotment	Reserves and Surplus					Item of Other Comprehensive Income		Total
			Capital Redemption Reserve	Securities Premium Account	General Reserve	Capital Reserve	Retained Earnings	Hedging Reserve	Equity Instruments through Other Comprehensive Income	
Balance at the beginning of the reporting year		-	8,770.98	45,186.45	41,815.51	15,662.53	297,719.14	-	(8,828.62)	400,325.99
Profit for the year		-	-	-	-	-	80,630.89	-	-	80,630.89
Other Comprehensive Income for the year	30	-	-	-	-	-	164.51	8.68	1,058.19	1,231.38
Total comprehensive income for the year		-	-	-	-	-	80,795.40	8.68	1,058.19	81,862.27
Other changes during the year										
(i) Arising pursuant to Further Public Offer	12A	128,980.49	-	-	-	-	-	-	-	128,980.49
Balance at the end of the reporting year		128,980.49	8,770.98	45,186.45	41,815.51	15,662.53	378,514.54	8.68	(7,770.43)	611,168.75

As per our report of even date attached
For **Chaturvedi & Shah LLP**
Chartered Accountants
Registration No. 101720W/W100355

Vijay Napawaliya
Partner
Membership no. 109859

Date: May 30, 2023

For and On Behalf of Board of Directors

Acharya Balkrishna
Chairman
DIN: 01778007

Ram Bharat
Managing Director
DIN: 01651754

Kumar Rajesh
Chief Financial Officer

Sanjeev Kumar Asthana
Chief Executive Officer

Ramji Lal Gupta
Company Secretary

Statement of Standalone Cash flows

for the year ended March 31, 2023

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	117,896.13	107,438.15
Adjustments for:		
Depreciation and Amortisation Expenses	15,963.00	13,672.75
Deferred Income from Government Grants	(65.97)	(49.37)
Net Gain/Loss on Sale/Discard of Fixed Assets	699.41	(238.17)
Impairment on investments and Fair value adjustments (net)	21.56	22.97
Interest Income	(23,817.22)	(3,416.52)
Finance costs	23,885.08	35,487.79
(Gain)/Loss on foreign currency transaction/translation	1,782.74	(2,959.98)
Provision for Doubtful Debtors, Advances & Expected credit loss	604.91	345.49
Bad Debts/Advances Written Off	240.38	-
Income from investment	-	(96.12)
Excess Provision/Liabilities no longer required written back (Net)	(449.02)	(259.28)
Bad Debts/Advance recovered	(463.78)	-
GST Compensation Cess	(1,836.90)	-
Compensation on non supply	(1,500.00)	-
Lease Rental income	(258.79)	(358.35)
Operating profit before working capital changes	132,701.53	149,589.36
Working capital adjustments		
(Increase)/ Decrease in inventories	(81,059.77)	(54,196.46)
(Increase)/ Decrease in trade and other receivables	(107,444.86)	(44,876.10)
Increase/ (Decrease) in trade and other payables	49,084.14	33,578.01
Cash generated from operations	(6,718.96)	84,094.81
Income Tax	(27,215.02)	(11,673.40)
Net cash flows (used in)/from operating activities	(33,933.98)	72,421.41
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Payment to acquire Business [Refer Note 1 below]	(59,675.00)	(6,002.50)
Payment for Purchase and Construction of CWIP, Property, Plant and Equipment	(9,855.77)	(4,043.30)
Payment for Purchase of Investment	(0.22)	-
Proceeds from Sale of Investment	9.59	-
Proceeds from disposal of fixed assets	512.91	664.20
Advance for Purchase of Mutual Fund	(10,000.00)	-
(Increase)/ Decrease in Other Balance with Banks	128,715.30	(147,858.52)
Interest income	2,646.69	636.88
Lease Rental income	258.79	358.35
Net cash flows from/(used in) investing activities	52,612.29	(156,244.89)

Statement of Standalone Cash flows

for the year ended March 31, 2023

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Refund of Share Application Money	(751.97)	-
Proceeds from Equity share capital and Securities premium account	301,019.52	-
Proceeds from equity share application money	-	129,732.47
Proceeds from short term borrowings (net)	57,736.01	18,392.52
Redemption of preference shares	(27,077.47)	-
Repayment of long term borrowings	(272,922.22)	(16,640.39)
Proceeds from Government Grant	80.25	-
Payment related to issue expenses of further public offering	(3,651.34)	(2,718.28)
Fixed Deposit Pledged (Net)	1,714.28	17,797.53
Finance Cost	(13,904.82)	(29,866.09)
Dividend Paid	(18,084.63)	-
Payment of unclaimed dividends	-	(3.23)
Payment of lease liability	(21.71)	(2.54)
Net cash flows from financing activities	24,135.90	116,691.99
Net increase / (decrease) in cash and cash equivalents	42,814.21	32,868.51
Cash and cash equivalents at the beginning of the year	37,495.56	4,627.05
Cash and cash equivalents at the end of the year	80,309.77	37,495.56
Reconciliation of Cash and Cash equivalents with the Balance Sheet		
Cash and Bank Balances as per Balance Sheet [Note 8c]		
Cash in hand	46.35	31.52
In Current Accounts	21,763.42	37,464.04
In Deposit Accounts with less than or equal to 3 months maturity	58,500.00	-
Cash and Cash equivalents as at the year end	80,309.77	37,495.56

Notes:

- Payment to acquire business in current year is food business from Patanjali Ayurved Limited and in previous year was biscuit business from Patanjali Natural Biscuits Private Limited.
- Previous year figure have been regrouped and rearranged wherever necessary.
- The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 "Statement of Cash Flows".
- Changes in Liabilities arising from financing activities on account of Non-Current (Including Current Maturities and other liabilities of preference shares) and Current Borrowings.

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Balance of Liabilities Arising from Financing Activities	394,333.58	393,364.47
Cash Flows	(242,426.12)	1,740.15
Foreign Exchange Movement	162.44	11.98
Ind-AS adjustment	2,161.06	(783.02)
Closing Balance of Liabilities Arising from Financing Activities	154,230.96	394,333.58

As per our report of even date attached

For **Chaturvedi & Shah LLP**

Chartered Accountants

Registration No. 101720W/W100355

For and On Behalf of Board of Directors

Vijay Napawaliya

Partner

Membership no. 109859

Acharya Balkrishna

Chairman

DIN: 01778007

Ram Bharat

Managing Director

DIN: 01651754

Sanjeev Kumar Asthana

Chief Executive Officer

Kumar Rajesh

Chief Financial Officer

Ramji Lal Gupta

Company Secretary

Date: May 30, 2023

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note 1-2

1. Corporate Information

Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited) ("the Company") is a Public Limited Company engaged primarily in the business of processing of oil-seeds, refining of crude oil for edible use, production of oil meal, food products from soya and value added products from downstream and upstream processing. The Company is also engaged in the Fast-Moving Consumer Goods ("FMCG") and Fast-Moving Health Goods ("FMHG") business comprising mainly of food, biscuits and nutraceutical products. The Company is also engaged in generation of power from wind energy and trading in various products. The Company has manufacturing plants across India and is listed on the BSE Limited and National Stock Exchange of India Limited (NSE). The Company's registered office is at 616, Tulsiani Chambers, Nariman Point, Mumbai – 400021, Maharashtra.

2. Basis of Preparation and Significant Accounting Policies

(A) Basis of Preparation

a. Statement of Compliance

The financial statement of the Company have been prepared to comply with Indian Accounting Standard including the rules notified under the relevant provisions of the Companies Act, 2013, as amended from time to time and presentation and disclosures requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

The financial statements were approved by the Board of Directors of the Company in their meeting held on May 30, 2023.

b. Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is the Company's functional currency. All amounts have been rounded to the nearest lakh, unless otherwise indicated.

c. Basis of Measurement

These financial statements have been prepared on a historical cost convention basis, except for the following:

- (i) Certain financial assets and liabilities that are measured at fair value.
- (ii) Assets held for sale- Measured at the lower of (a) carrying amount and (b) fair value less cost to sell.
- (iii) Net defined benefit plans- Plan assets measured at fair value less present value of defined benefit obligation.

Determining the Fair Value

While measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

d. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities at the date of these financial statements.

These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as given below:-

1. Impairment test of non financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

2. Recoverability of Receivables

The Management makes estimates related to the recoverability of receivables, whose book values are adjusted through an allowance for Expected losses/ Provision for Doubtful debts. Management specifically analyses accounts receivable, customers' creditworthiness, current economic trends and changes in customer's collection terms when assessing the adequate allowance for Expected losses/ Provision for Doubtful debts, which are estimated over the lifetime of the debts.

3. Recognition and measurement of Provisions and Contingencies

Provisions and liabilities are recognised in the year when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

Contingencies

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management's assessment that the outcome cannot be reliably

quantified or is uncertain, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements. When considering the classification of legal or tax cases as probable, possible or remote, there is judgement involved. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position.

4. Recognition of Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences. The Company uses judgements to determine the amount of deferred tax that can be recognised, based upon the likely timing and level of future taxable profits & business developments.

5. Measurements of Defined benefit obligations plan

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

6. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting year.

7. Income Taxes

There are transactions and calculations for which the ultimate tax determination is uncertain and would get finalised on completion of assessment by tax authorities. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax in the year in which such determination is made.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

8. Depreciation / Amortisation and useful lives of Property Plant and Equipment (PPE) / Intangible Assets

PPE / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation /amortisation for future periods are revised if there are significant changes from previous estimates.

9. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirement of IND AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the general borrowing rate.

e. Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/ non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- (a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- (b) Held primarily for the purpose of trading,

- (c) Expected to be realised within twelve months after the reporting year, or
- (d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is classified as current when it is:

- (a) Expected to be settled in normal operating cycle,
- (b) Held primarily for the purpose of trading,
- (c) Due to be settled within twelve months after the reporting year, or
- (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

(B) Significant Accounting Policies

a. Property, Plant and Equipment:

(i) Recognition and measurement

Property, Plant and equipment are measured at cost (which includes capitalised borrowing costs) less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.
- c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment and depreciated accordingly.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of profit and loss.

Capital work-in-progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date. Expenditure related to and incurred during the implementation of the capital project to get the assets ready for intended use is included under Capital Work in Progress. The same are allocated to the respective items of Property, Plant & Equipment on completion of construction/erection of capital project/Property, Plant & Equipment.

Leasehold lands are amortised over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building. In other cases, buildings constructed on leasehold lands are amortised over the primary lease period of the lands.

- (ii) On transition to Ind AS as on April 1, 2015 the Company has elected to measure certain items of Property, Plant and Equipment [Freehold Land, Building and Plant and Equipment's] at Fair Value and for other Property, Plant and Equipment these are measured at cost as per Ind AS. The same are considered as deemed cost on the date of transition to Ind AS.

(iii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iv) Depreciation, Estimated useful life and Estimated residual value

Depreciation is calculated using the Straight Line Method, pro rata to the period of use, taking into account useful lives and residual value of the assets. The useful life of assets & the estimated residual value, which are different from those prescribed under Schedule II to the Companies Act, 2013, are based on technical advice as under:

Assets	Estimated useful life	Estimated Residual Value
Plant & Equipment	As per Schedule II	3 to 25 Percent
Windmills	30 years	19 Percent

The useful life of asset acquired as a part of business acquisition which are different from those prescribed under Schedule II to the Companies Act, 2013, are as follows:-

Assets	Estimated useful life
Building	2 to 30 Years
Plant & Equipment	1 to 15 Years
Office Equipment	1 to 6 Years
Furniture & Fixtures	1 to 10 Years

Depreciation is computed with reference to cost. Depreciation on additions during the year is provided on pro rata basis with reference to month of addition/ installation. Depreciation on assets disposed/discarded is charged up to the date of sale excluding the month in which such assets are sold.

The assets residual value and useful life are reviewed and adjusted, if appropriate, at the end of each reporting year. Gains and losses on disposal are determined by comparing proceeds with carrying amounts. These are included in the statement of Profit and Loss.

b. Intangible Assets

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Intangible Assets are carried at cost less accumulated amortisation & accumulated impairment, if any.

Intangible Assets that Company controls and from which it expect future economic benefits are capitalised and measured initially; (a) for assets acquired in Business combinations i.e. customer relationship, non-compete agreement at fair value on the date of acquisition; (b) for separating acquired assets at cost comprising the purchase price and directly attributable cost to prepare the assets for its intended use.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

(i) Recognition and measurement

Computer software's have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

Acquired brands / Trademarks have indefinite useful life and as on transition date April 1, 2015 have been Fair valued based on reports of expert valuer, which is considered as deemed cost on transition to Ind AS. The same are tested for impairment by comparing its recoverable amount with its carrying amount annually and whenever there is an indication that it may be impaired.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit and loss.

(iii) Amortisation

Intangible Assets having finite lives are amortised and amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

and is generally recognised in statement of profit and loss. Computer software are amortised over their estimated useful life or 5 years, whichever is lower. The contract manufacturing rights and non compete agreement are amortised over the five years and customer relationship is amortised over the four years.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

All Intangible Assets are tested for impairment whenever there is an indication of impairment.

c. Impairment of Assets

An asset is considered as impaired when at the date of Balance Sheet, there are indications of impairment and the carrying amount of the asset, or where applicable, the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use).The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in the statement of profit and loss. The impairment loss recognised in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

d. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options.

(i) Financial assets

Initial recognition and measurement

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit and loss, are adjusted to the fair value on initial recognition. Trade Receivables that do not contain a significant financing component are measured at transaction price.

Subsequent Measurement

Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represent solely payments of principal and interest on the principal amount outstanding.

Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

Financial Assets measured at Fair Value Through Profit and Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

In case of investments

In Equity instruments

- For subsidiaries , associates and Joint ventures - Investments are measured at cost and tested for impairment periodically. Impairment (if any) is charged to the Statement of Profit and Loss.
- For Other than subsidiaries , associates and Joint venture - Investments are measured at Fair value through Other Comprehensive Income [FVTOCI].

In Mutual fund

Measured at Fair value through Profit and Loss (FVTPL).

Debt instruments

The Company measures the debt instruments at Amortised Cost. Assets that are held for collection of contractual cash flows where those cash flows represent solely payment of principal and interest [SPPI] are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of the hedging relationship, is recognised in statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the Effective interest rate method.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure:

- Financial assets that are debt instruments and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- Trade receivables

The Company follows ‘simplified approach’ for recognition of impairment loss allowance on:

- Trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. Expected Credit Loss Model is used to provide for impairment loss.

(ii) Financial liabilities

Classification

The Company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit and loss-[FVTPL]; and
- those measured at amortised cost. [AC]

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company’s financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximate at their fair value due to the short maturity of these instruments.

Financial liabilities at fair value through profit and loss [FVTPL]

Financial liabilities at fair value through profit and loss [FVTPL] include financial liabilities designated upon initial recognition as at fair value through profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated at the initial date of recognition, only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit and loss over the period of borrowings using the effective interest method. Processing/Upfront fee are treated as prepaid asset netted of from borrowings. The same is amortised over the period of the facility to which it relates.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

This category generally applies to interest-bearing loans and borrowings.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any non cash assets transferred or liability assumed, is recognised in Statement of profit and loss as other gains or (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer the settlement of liabilities for at least twelve months after the reporting year.

Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the same is classified as current unless the lender agreed, after the reporting year and before the approval of financial statements for issue, not to demand payment as a consequence of the breach.

Trade and other payable

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid at the year end. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting year. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts, futures, interest rate swaps, forward commodity contracts and other derivative financial instruments to hedge its foreign currency risks, interest rate risks and commodity price risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of commodity contracts are recognised in the statement of profit and loss under the head "cost of material consumed".

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in statement of profit and loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in statement of profit and loss. Hedge accounting is discontinued when

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

the Company revokes the hedge relationship, the hedging instrument or hedged item expires or is sold, terminated, or exercised or no longer meets the criteria for hedge accounting.

ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. Amounts recognised in OCI are transferred to statement of profit and loss when the hedged transaction affects profit or loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold or terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

e. Inventories

Inventories comprises of Raw material, finished goods, packing material, By products and other stores, spares & consumables.

Inventory of Raw material and finished goods are carried at the lower of the cost and net realisable value after providing for obsolescence and other losses where considered necessary. Inventory of By products are carried at net realisable value, while all the other inventories are carried at cost.

Cost of Raw material comprises all cost of purchase and other cost incurred in bringing inventories to their present location and condition. Cost of finished goods comprises of cost of raw material, labour and a proportion of manufacturing overheads.

Cost is determined using the moving weighted average cost method, while the net realisable value is the estimated selling price in the ordinary course of business less estimated cost of completion and cost necessary to make the sale.

f. Cash and Cash Equivalent

For the purpose of presentation in the statement of the cash flows, cash and cash equivalent includes the cash on hand, deposits held at call with financial institutions other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

g. Contributed Equity

Equity shares are classified as equity. Incidental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

h. Dividends

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable is recognised directly in other equity.

i. Earnings Per Share

(i) Basic earnings per share

Basic earnings per shares is calculated by dividing Profit/(Loss) attributable to equity holders (adjusted for amounts directly charged to Reserves) before/after Exceptional Items (net of tax) by Weighted average number of Equity shares, (excluding treasury shares).

(ii) Diluted earnings per share

Diluted earnings per shares is calculated by dividing Profit/(Loss) attributable to equity holders (adjusted for amounts directly charged to Reserves) before/after Exceptional Items (net of tax) by Weighted average number of Equity shares (excluding treasury shares) considered for basic earning per shares including dilutive potential Equity shares.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

j. Foreign Currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currencies of the Company at the exchange rate prevailing at the date of the transactions. Monetary assets (other than investments in companies registered outside India) and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date.

Investments in companies registered outside India are converted at rate prevailing at the date of acquisition. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

Difference on account of changes in foreign currency are generally charged to the statement of profit & loss except the following:

The Company has availed the exemption available under Para D13AA of Ind AS - 101 of "First time adoption of Indian Accounting Standards". Accordingly, exchange gains and losses on foreign currency borrowings taken prior to April 1, 2016 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such asset.

k. Revenue Recognition

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services. The Company also derives revenue from power generation through wind energy.

(i) Sale of Goods/ Services

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. Generally, control is transfer upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (Net of variable consideration) allocated to that performance obligation. The transaction price of goods sold & services rendered is net of variable consideration on account of various discounts, rebates and claim, scheme offered by the Company as part of the contract.

Revenue from rendering of services is recognised over the time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and receivable is recognised when it becomes unconditional.

The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

(ii) Other Operating Revenue

Income from plant usages is recognised on the basis of contractual agreement. Income from sale of wind power is recognised on the basis of units wheeled during the period. Incomes from carbon credits are recognised on credit of Carbon Emission Reduction (CER) by the approving authority in the manner in which it is unconditionally available to the generating Company. Gain/loss on contracts settlements of purchases and sales are accounted in the statement of profit and loss.

(iii) Other Income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and gain/loss on foreign exchange and on translation of other assets and liabilities. Interest income is recognised using the effective interest method. Claims for export incentives/ duty drawbacks, duty refunds and insurance are accounted when the right to receive payment is established. Incentives on exports and other Government incentives related to operations are recognised in the statement of profit and loss after due consideration of certainty of utilisation/

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

receipt of such incentives. Revenue from insurance claims are accounted for in the year when recovery can be ascertained with reasonable certainty or are accounted for on actual receipts basis in case of uncertainty. Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in other income.

1. Government Grants

- (i) Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all the attached conditions.
- (ii) Government grant relating to purchase of Property, Plant and Equipment are included in "Other current/ non-current liabilities" as Government Grant - Deferred Income and are credited to statement of profit and loss on a straight line basis over the expected life of the related asset and presented within "Other operating Income".

m. Employee Benefits

(i) During Employment benefits

(a) Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Post Employment benefits

(a) Defined contribution plans

A defined contribution plan is a post employment benefit plan under which a Company pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards government administered Provident Fund scheme.

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(b) Defined benefit plans

The Company pays gratuity to the employees who have has completed five years of service with the company at the time when employee leaves the Company.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the periods during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post employment are charged to Other Comprehensive Income.

(c) Employee separation cost

The Company recognises the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

n. Income Taxes

Income tax expense comprises current and deferred tax. Tax is recognised in statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in the other comprehensive income or in equity.

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or subsequently enacted at the Balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have enacted or substantively enacted by the end of the reporting year. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting year. Deferred tax is recognised to the extent that it is probable that future taxable profit will be available against which they can be used.

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The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable Company.

o. Borrowing Costs

General and specific Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the year in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalisation. All other borrowing costs are charged to the statement of profit and loss for the year for which they are incurred.

p. Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses

incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

The Company as a lessor :- Leases for which the Company is a lessor is classified as finance or operating lease. Whenever the terms of the lease transfer substantially all the risk & rewards of the ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating lease, rental income is recognised on a straight-line basis over the term of the relevant lease.

q. Non-Current Assets Held For Sale:

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when a sale is highly probable from the date of classification, management are committed to the sale and the asset is available for immediate sale in its present condition. Non-current assets are classified as held for sale from the date these conditions are met and are measured at the lower of carrying amount and fair value less cost to sell. Any resulting impairment loss is recognised in the Statements of Profit and Loss as a separate line item. On classification as held for sale, the assets are no longer depreciated. Assets and liabilities classified as held for sale are presented separately as current items in the Balance Sheet.

r. Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Notes

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Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

s. Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

t. Biological Assets

Biological Assets are measured at fair value less costs to sell, with any changes therein recognised in the Statement of Profit & Loss.

u. Fair Value Measurement:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

v. Business Combination and Goodwill/Capital Reserve:

The Company uses the pooling of interest method of accounting to account for common control business combination and acquisition method of accounting to account for other business combinations.

The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another. Control exists when the Company is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) and accumulated in other equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in other equity as capital reserve, without routing the same through OCI.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Company to the previous owners of the acquiree, and equity interests issued by the Company. Consideration transferred also includes the fair value of any contingent consideration. Consideration transferred does not include amounts related to the settlement of pre-existing relationships. Any goodwill that arises on account of such business combination is tested annually for impairment.

In case of Pooling of interest method of accounting, the assets and liabilities of the combining entities recognises at their carrying amounts. No adjustment is made to reflect the fair value or recognise any new assets and liabilities. The financial information in the financial statements in respect of prior periods restates as if the business combination had occurred from the beginning of the preceding period. The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(C) Accounting Standards Issued but not Effective

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to Company from April 1, 2023.

- i. Ind AS 101 – First time adoption of Ind AS
- ii. Ind AS 102 – Share-based Payment
- iii. Ind AS 103 – Business Combination
- iv. Ind AS 107 – Financial Instruments Disclosures
- v. Ind AS 109 – Financial Instruments
- vi. Ind AS 115 – Revenue from Contracts with Customers
- vii. Ind AS 1 – Presentation of Financial Statements
- viii. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors
- ix. Ind AS 12 – Income Taxes
- x. Ind AS 34 – Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the Company’s financial statements.

(D) Reclassifications in current year

The Company has changed the classification/presentation of (i) Subsidy receivables (ii) Hedge Receivables (iii) Loss on Commodity Hedging, in the current year. The subsidy receivables and hedge receivables have now been included in the “Other Financial Assets” line item. Previously, subsidy receivables & hedge receivables were included in ‘Other Current Assets’ line item. The Loss on commodity hedging has now been included in the “Cost of Materials Consumed” line item. Previously, loss on commodity hedging was included in ‘Other Expenses’ line item. The Company has reclassified comparative amounts to conform with current year presentation. The impact of such classifications is summarised below:

(₹ in Lakh)			
Balance Sheet (extract)	March 31, 2022 (as previously reported)	Increase/ (decrease)	March 31, 2022 (restated)
Financial Assets – Others (Current)	3,998.01	1,383.72	5,381.73
Other Current Assets	58,105.06	(1,383.72)	56,721.34

(₹ in Lakh)			
Profit and Loss (extract)	March 31, 2022 (as previously reported)	Increase/ (decrease)	March 31, 2022 (restated)
Cost of materials consumed	1,938,159.48	6,588.78	1,944,748.26
Other Expenses	136,446.72	(6,588.78)	129,857.94

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 3. Property, plant and equipment

Particulars	(₹ in Lakh)									
	Free Hold Land	Buildings	Plant & Equipment	Windmills	Furniture & Fixtures	Vehicles	Office Equipment's	Right of use of assets		Total
								Leasehold Land	Land Building	
A. YEAR ENDED MARCH 31, 2023										
Gross carrying amount										
Opening gross carrying amount as at April 1, 2022	162,218.45	61,839.96	168,505.15	54,899.82	958.80	1,671.11	3,087.62	1,430.81	85.14	90.21
Add : Additions	-	912.58	2,363.37	68.97	15.91	110.36	311.87	-	-	-
Add : Slump Purchase as per BTA [Refer Note 47 (B)]	6,249.90	15,174.51	12,310.37	-	94.49	-	28.33	-	-	-
Less : Deductions	951.98	-	897.93	-	0.12	0.39	21.37	-	85.14	-
Closing gross carrying amount	167,516.37	77,927.05	182,280.96	54,968.79	1,069.08	1,781.08	3,406.45	1,430.81	-	90.21
Accumulated depreciation and impairment										
Opening accumulated depreciation and impairment as at April 1, 2022	-	16,532.94	69,118.82	26,366.64	829.42	1,539.51	2,730.59	496.39	83.88	1.53
Add : Depreciation charge during the year	-	2,640.01	10,009.32	1,849.44	36.54	26.90	175.27	28.73	0.53	18.03
Add : Impairment	-	8.09	284.59	-	-	-	-	-	-	-
Less : Deductions	-	-	504.72	-	0.12	0.39	20.10	-	84.41	-
Closing accumulated depreciation and impairment	-	19,181.04	78,908.01	28,216.08	865.84	1,566.02	2,885.76	525.12	-	19.56
Net carrying amount	167,516.37	58,746.01	103,372.95	26,752.71	203.24	215.06	520.69	905.69	-	70.65
B. YEAR ENDED MARCH 31, 2022										
Gross carrying amount										
Opening gross carrying amount as at April 1, 2021	160,661.55	60,345.39	165,110.09	55,245.85	924.03	1,637.23	2,854.40	1,430.81	85.14	-
Add : Additions	84.36	135.62	2,516.36	-	13.45	33.88	239.64	-	-	90.21
Add : Slump Purchase as per BTA [Refer Note 47 (A) (iii)]	1,679.23	1,361.89	1,241.46	-	28.92	-	10.61	-	-	-
Less : Deductions	206.69	2.94	362.76	346.03	7.60	-	17.03	-	-	-
Closing gross carrying amount	162,218.45	61,839.96	168,505.15	54,899.82	958.80	1,671.11	3,087.62	1,430.81	85.14	90.21
Accumulated depreciation and impairment										
Opening accumulated depreciation and impairment as at April 1, 2021	-	14,356.57	59,905.65	24,642.21	812.10	1,521.63	2,646.40	467.66	83.35	-
Add : Depreciation charge during the year	-	2,143.73	9,069.65	1,848.32	23.67	17.88	99.98	28.73	0.53	1.53
Add : Impairment	-	33.10	333.06	-	-	-	-	-	-	-
Less : Deductions	-	0.46	189.54	123.89	6.35	-	15.79	-	-	-
Closing accumulated depreciation and impairment	-	16,532.94	69,118.82	26,366.64	829.42	1,539.51	2,730.59	496.39	83.88	1.53
Net carrying amount	162,218.45	45,307.02	99,386.33	28,533.18	129.38	131.60	357.03	934.42	1.26	88.68
Capital work in progress as on March 31, 2023 (Net of impairment of ₹ 500.00 Lakh)										
Capital work in progress as on March 31, 2022 (Net of impairment of ₹ 500.00 Lakh)										

Notes

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Notes :-

(i) Movement of Capital work in Progress are as below :-

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	2,796.62	2,683.08
Add : Addition during the year	7,629.86	2,589.72
Add : Slump Purchase as per BTA [Refer Note 47 (A) (iii) & 47 (B)]	151.95	2.28
Less : Capitalised during the year	2,619.18	2,478.46
Closing balance at the end of year	7,959.25	2,796.62

(ii) Details of Capital Work in Progress (CWIP) are as below :-

(A) CWIP ageing schedule as at March 31, 2023

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project in Progress *	6,693.54	734.72	38.88	-	7,467.14
Project temporarily suspended **	-	-	-	492.11	492.11
Total	6,693.54	734.72	38.88	492.11	7,959.25

(B) CWIP ageing schedule as at March 31, 2022

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project in Progress *	1,869.08	435.43	-	-	2,304.51
Project temporarily suspended **	-	-	-	492.11	492.11
Total	1,869.08	435.43	-	492.11	2,796.62

* The Company do not have any Capital Work in Progress in respect of project in progress, whose completion is over due or has exceeded its cost compared to its original plan.

** Includes ₹ 492.11 Lakh related to Salamatpur Unit which was acquired from M.P. Commercial Tax Department through public auction in 2008 but possession of which has not been handed over to the company, for which company has filed an application in H'ounrable High Court of Madhya Pradesh which is pending for adjudication.

** Net of Impairment.

Notes

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(iii) Title deeds of Immovable Properties not held in name of the Company as at March 31, 2023

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value ₹ in Lakh	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director of employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property Plant and Equipment	Lease Hold Land	71.56	Ruchi Soya Industries Ltd	No	July 18, 2002	The lease period was up to July 17, 2008. The company approached the government authority to extend leasehold term for further period. The matter is sub judicial stage.
Property Plant and Equipment	Free Hold Land	1,679.23	Patanjali Natural Biscuits Private Limited	Yes	May 21, 2021	Registration of said land and building is pending in absence of various NOC's required from State Government.
Property Plant and Equipment	Buildings	1,361.89	Patanjali Natural Biscuits Private Limited	Yes	May 21, 2021	
Property Plant and Equipment	Free Hold Land	501.50	Patanjali Ayurved Limited	Yes	July 1, 2022	Registration of said land and building is pending in absence of various NOC's required from State Government & lenders.
Property Plant and Equipment	Free Hold Land	5,748.39	Patanjali Ayurved Limited	Yes	July 1, 2022	
Property Plant and Equipment	Buildings	3,810.29	Patanjali Ayurved Limited	Yes	July 1, 2022	
Property Plant and Equipment	Buildings	11,364.23	Patanjali Ayurved Limited	Yes	July 1, 2022	

(iv) Title deeds of Immovable Properties not held in name of the Company as at March 31, 2022

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value ₹ in Lakh	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director of employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property Plant and Equipment	Lease Hold Land	71.56	Ruchi Soya Industries Ltd	No	July 18, 2002	The lease period was up to July 17, 2008 .The company approached the government authority to extend leasehold term for further period. The matter is sub judicial stage.
Property Plant and Equipment	Free Hold Land	1,679.23	Patanjali Natural Biscuits Private Limited	Yes	May 21, 2021	Registration of said land and building is pending in absence of various NOC's required from State Government.
Property Plant and Equipment	Buildings	1,361.89	Patanjali Natural Biscuits Private Limited	Yes	May 21, 2021	

(v) The Company in accordance with the Indian Accounting Standard (Ind AS -36) on “Impairment of Assets” carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS. On the basis of review carried out by the management, the management has provided for impairment amounting to ₹ 292.68 Lakh (Previous Year ₹ 366.16 Lakh) on property, plant and equipment during the year ended March 31, 2023.

(vi) Property, plant and equipment are pledged/hypothecated as security [Refer note 13(a) and 17(a)]

(vii) Buildings include ₹ 0.02/- Lakh [Previous Year ₹ 0.02/- Lakh] being cost of Shares in Co-operative Societies. Title deeds in respect of shares amounting to ₹ 0.01/- Lakh are in the process of transfer.

(viii) In respect of Assets acquired from Patanjali Ayurved Limited (“PAL”), satisfaction of charges are yet to be filed by PAL.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 4. Goodwill

(₹ in Lakh)	
Particulars	Amount
A. Year ended March 31, 2023	
Gross carrying amount	
Opening gross carrying amount as at April 1, 2022	1,082.42
Addition	-
Closing gross carrying amount	1,082.42
Accumulated amortisation	
Opening accumulated amortisation	-
Amortisation charge during the year	-
Closing accumulated amortisation	-
Closing net carrying amount	1,082.42
B. Year ended March 31, 2022	
Gross carrying amount	
Opening gross carrying amount as at April 1, 2021	-
Addition : Slump Purchase as per BTA [Refer Note 47 (A) (iii)]	1,082.42
Closing gross carrying amount	1,082.42
Accumulated amortisation	
Opening accumulated amortisation	-
Amortisation charge during the year	-
Closing accumulated amortisation	-
Closing net carrying amount	1,082.42

Impairment testing of goodwill

The carrying amount of Goodwill of ₹ 1,082.42 Lakh (March 31, 2022: ₹ 1,082.42 Lakh) acquired pursuant to Business Transfer Agreement to Biscuit Business Unit (CGU) for impairment testing.

The Company performs annual impairment test for carrying value of goodwill. The Company considers the relationship between its market capitalisation based on other comparable companies and its book value, among other factors, when reviewing for indicators of impairment.

The recoverable amount of the Biscuit Business Unit (CGU) has been determined based on a value in use calculation using cash flow projections from financial projections approved by senior management of the Company, which are part of overall business plan covering a five-year period. The pre-tax discount rate applied to cash flow projections for impairment testing during the current year is 21.72% and cash flows beyond the five-year period are extrapolated using a 3.00% growth rate which is consistent with the industry forecasts. As a result of the analysis, management did not identify any impairment for this CGU and accordingly, there is no need for impairment of goodwill.

The management believes that any reasonably possible change in the key assumptions on which recoverable amount is based, would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

Key assumptions used for value in use calculations:

The calculation of value in use for the CGU is most sensitive to the following assumptions:

EBITDA margins: EBITDA margins are estimated based on the trend of actual EBITDA of Biscuit Business Unit for past 1 year preceding the beginning of the budget period.

Discount Rate: Discount rates represent the current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and the CGU and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Company's investors. The cost of debt is based on the interest-bearing borrowings the Company is obliged to service. CGU specific risk is incorporated by applying individual beta factor. The beta factor is evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Growth rates used to extrapolate cash flows beyond the forecast period

The Company has considered growth rate of 3.00% to extrapolate cash flows beyond the forecast period which is in line with the industry forecasts.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 4(a) Other Intangible assets

(₹ in Lakh)						
Particulars	Trade Marks / Brands (Refer note 1 below)	Computer Software	Contract Manufacturing rights	Customer Relationship *	Non-compete Agreement *	Total
A. Year ended March 31, 2023						
Gross carrying amount						
Opening gross carrying amount as at April 1, 2022	151,584.00	1,439.37	357.00	-	-	153,380.37
Additions	-	118.25	-	-	-	118.25
Slump Purchase as per BTA [Refer Note 47 (B)]	-	-	-	3,797.00	522.00	4,319.00
Closing gross carrying amount	151,584.00	1,557.62	357.00	3,797.00	522.00	157,817.62
Accumulated amortisation						
Opening accumulated amortisation	36.00	1,412.86	59.50	-	-	1,508.36
Amortisation charge during the year	-	23.90	71.40	711.94	78.30	885.54
Closing accumulated amortisation	36.00	1,436.76	130.90	711.94	78.30	2,393.90
Closing net carrying amount	151,548.00	120.86	226.10	3,085.06	443.70	155,423.72
B. Year ended March 31, 2022						
Gross carrying amount						
Opening gross carrying amount as at April 1, 2021	151,584.00	1,437.45	-	-	-	153,021.45
Additions	-	1.93	357.00	-	-	358.93
Closing gross carrying amount	151,584.00	1,439.38	357.00	-	-	153,380.38
Accumulated amortisation						
Opening accumulated amortisation	36.00	1,399.79	-	-	-	1,435.79
Amortisation charge during the year	-	13.07	59.50	-	-	72.57
Closing accumulated amortisation	36.00	1,412.86	59.50	-	-	1,508.36
Closing net carrying amount	151,548.00	26.52	297.50	-	-	151,872.02

Notes:-

- (I) All the intellectual property rights, including brands, trademarks, copyrights, registered in the name of Company and/or used by the Company. After the corporate insolvency resolution process all such intellectual property rights continue to be solely and exclusively owned and used by the Company. The Company does not expects any impacts of application/petition filed in relation to ownership and/or usage by the Company of the intellectual property rights, including arbitration petition filed.
- (II) Intangible assets are pledged/hypothecated as security [Refer note 13(a) and 17(a)].

* Based on purchase price allocation report, in respect of the Food Business acquisition by the Company, as at July 1, 2022, these intangible assets are indentified.

Note - 5(a) Financial Assets

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Non-Current Financial Investments		
Investments in Joint Ventures (Measured at cost)		
A Investment in Equity Instruments: (fully paid up)		
In Joint Venture		
22,060 [Previous Year 22,060] Equity Shares of ₹ 10/- each fully paid in Ruchi J-Oil Private Limited (Refer Note 33)	154.26	154.26
	154.26	154.26
B Investment in Equity Instruments – Other than Joint Venture		
(Designated at Fair value through Other Comprehensive Income (FVTOCI) [Refer Note 30 (A) 1 (ii)]		
a) Quoted		
i) 8,83,500 [Previous Year 8,83,500] Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Limited	28.46	39.16
ii) 4,00,000 [Previous Year 4,00,000] Equity Shares of ₹ 10/- each fully paid up in Anik Industries Limited	122.32	115.40
iii) 2,05,23,994 [Previous Year 2,73,24,239] Equity Shares of ₹ 1/- each fully paid up in Ruchi Infrastructure Limited	1,643.97	2,571.19
iv) 17,71,700 [Previous Year 17,71,700] Equity Shares of ₹ 10/- each fully paid up in IMEC Services Limited	28.71	33.85
v) 1,19,300 [Previous Year 1,19,300] Equity Shares of ₹ 10/- each fully paid up in Sarthak Global Limited	11.62	6.50
vi) 1,80,000 [Previous Year 1,80,000] Equity Shares of ₹ 2/- each fully paid up in Blue Chip India Limited	0.88	0.87
vii) 35,000 [Previous Year 35,000] Equity Shares of ₹ 10/- each fully paid up in Sharadraj Tradelink Limited	-	-
viii) 21,500 [Previous Year 21,500] Equity Shares of ₹ 10/- each fully paid up in Hereld Commerce Limited [Impairment ₹ NIL. (Previous Year ₹ 0.41 Lakh)]	-	-

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
b) Unquoted		
i) 25,000 [Previous Year 25,000] Equity shares of ₹ 10/- each fully paid-up in Ruchi Infotech Limited	-	-
ii) 6,00,000 [Previous Year 6,00,000] Equity shares of ₹ 10/- each fully paid-up in Steeltech Resources Limited [Formerly known as Ruchi Acroni Industries Limited]	-	-
iii) 35,000 [Previous Year 35,000] Equity shares of ₹ 10/- each fully paid-up in E-DP Marketing (P) Limited	-	-
iv) 16,100 [Previous Year 16,100] Equity Shares of ₹ 10/- each fully paid up in National Board of Trade Private Limited	-	-
Total	1,835.96	2,766.97
C Investment in Government Securities measured at Amortised cost		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	0.25	0.03
Total	0.25	0.03
GRAND TOTAL	1,990.47	2,921.26
Aggregate amount of quoted investments -Cost	8,241.03	10,774.61
Fair Market Value of quoted investments	1,835.96	2,766.97
Aggregate amount of unquoted investments	154.51	154.29
Aggregate amount of Impairment of unquoted investments	(68.67)	(68.67)
Category-wise Non-current Investment		
Financial assets carried at AC	0.25	0.03
Financial assets measured at cost	154.26	154.26
Financial assets measured at FVTOCI	1,835.96	2,766.97

Note - 5(b) Other Financial assets

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Security and Other Deposits		
Considered good – Unsecured	1,799.20	2,276.83
Credit impaired – Unsecured	333.61	-
	2,132.81	2,276.83
Less: Allowance for credit impaired/Expected Credit Loss	357.94	-
	1,774.87	2,276.83
Interest Accrued but not due		
On Investments	0.05	0.04
On Fixed Deposits With Bank	58.52	111.94
Other Receivables [Refer Note 32]	364.22	515.71
Fixed Deposit with banks more than 12 months maturity		
– Against Margin Money [Under lien]	392.29	431.06
– Others	0.02	0.03
	2,589.97	3,335.61

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 6(a) Income tax assets (Net)

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Advance income tax including tax deducted at source (Net of provisions)	-	3,768.02
	-	3,768.02

Note - 6(b) Other non-current assets

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good (unless otherwise stated)		
Capital advances [Refer Note (i) below]	2,202.05	1,075.04
Other loans and advances		
– Deposits paid under protest (Refer Note (ii) below & Note 31 C)	6,441.33	4,376.97
– Prepaid expenses	193.52	235.39
	8,836.90	5,687.40

Note:-

- (i) The above capital advances includes advance of ₹ 67.96 Lakh (Previous year ₹ NIL) are due by private companies in which director of the Company are director and/or shareholder. [Refer Note 36]
- (ii) During the year, the Company has deposited ₹ 2,046.75 Lakh as GST under protest without admitting any liability as pointed out by the team from the Director General of GST Intelligence (Chandigarh Zonal Unit) and State GST department Uttarakhand during a visit to the premises of the Company situated at village Padarthar, Haridwar, Uttarakhand.

Note - 7. Inventories

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
a) Raw Materials (including packing material)		
Goods in transit	60,437.15	61,006.18
Others	174,939.35	90,146.22
b) Work-in-progress	10,642.95	885.23
c) Finished goods		
Goods in transit	9,036.22	5,295.69
Others	119,808.92	107,244.46
d) Stock-in-Trade	103.97	97.64
e) Realisable by-products	19,578.42	15,725.93
f) Stores and Spares		
Goods in transit	20.40	81.02
Others	8,418.14	5,514.21
g) Consumables		
Goods in transit	34.26	103.37
Others	3,978.08	4,433.00
	406,997.86	290,532.95

Note:-

- (i) Inventories are measured at the lower of cost and net realisable value [Refer Note 2(B) e]
- (ii) Inventories are pledged/hypothecated as security [Refer note 13(a) and 17(a)]

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 8(a) Current investments

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
A Investment in Equity Instruments		
(Designated at Fair value through Other Comprehensive Income (FVTOCI) [Refer Note 30 (A) 1 (ii)]		
Quoted		
66,86,917 [Previous Year NIL] Equity Shares of ₹ 1/- each fully paid up in Ruchi Infrastructure Limited	535.62	-
B Investment in Preference Shares measured at Amortised cost [Refer Note Below]		
Unquoted		
10,46,435 [Previous Year 10,46,435] 6% Non Cumulative, Non Convertible Redeemable Preference Shares of ₹ 100/- each fully paid up in GHI Energy Private Limited	1,046.43	1,046.43
C Investments in Unquoted share measured at fair value through Profit and Loss [FVTPL]		
4,40,050 [Previous Year 4,40,050] Equity Shares of ₹ 10/- each fully paid up in GHI Energy Private Limited	181.26	202.82
TOTAL	1,763.31	1,249.25
Aggregate amount of quoted investments -Cost	2,491.35	-
Fair Market Value of quoted investments	535.62	-
Aggregate amount of unquoted investments	2,352.38	2,352.38
Fair value adjustments for Investments	(1,124.68)	(1,103.12)
Financial assets measured at FVTOCI	535.62	-

Note:-

The above said preference shares were due for redemption on December 28, 2021. GHI Energy Private Limited extended the last date of redemption of preference shares by seven years. Hon'ble National Company Law Tribunal, Chennai bench, stayed the operation of special resolution extending tenure of above said preferences shares. In view of management, no provision for impairment is required, at this stage.

Note - 8(b) Trade Receivables

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Considered good – Unsecured*	160,179.97	79,182.58
Considered having significant increase in credit risk	58.33	1,777.89
Credit impaired	131,098.50	132,176.15
	291,336.80	213,136.62
Less: Allowance for credit impaired/Expected credit loss	131,573.29	133,514.62
	159,763.51	79,622.00

Note :-

(i) *Trade Receivables Considered good includes ₹ 15,990.87 Lakh [Previous Year ₹ 39,625.67 Lakh] due to related parties. [Refer Note 36]

(ii) Trade Receivables Ageing Schedule are as below :-

(₹ in Lakh)							
Particulars	Not Due	Outstanding from due date of payment as on March 31, 2023					
		Upto 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Undisputed trade receivables – considered good	149,771.58	9,003.44	1,404.95	-	-	-	160,179.97
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	58.33	-	-	58.33
Undisputed trade receivables – credit impaired	-	-	-	-	2.84	201.78	204.62
Disputed trade receivables – credit impaired	-	-	-	3.93	235.33	130,654.62	130,893.88
Sub Total	149,771.58	9,003.44	1,404.95	62.26	238.17	130,856.40	291,336.80
Less: Allowance for credit impaired/Expected credit loss	256.69	15.43	181.06	25.54	238.17	130,856.40	131,573.29
Total	149,514.89	8,988.01	1,223.89	36.72	-	-	159,763.51

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(₹ in Lakh)							
Particulars	Not Due	Outstanding from due date of payment as on March 31, 2022					
		Upto 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Undisputed trade receivables – considered good	77,128.66	2,053.92	-	-	-	-	79,182.58
Undisputed trade receivables – which have significant increase in credit risk	-	606.38	1,171.51	-	-	-	1,777.89
Undisputed trade receivables – credit impaired	-	-	736.68	206.83	1.92	245.72	1,191.15
Disputed trade receivables – credit impaired	-	-	3.93	61.37	143.55	130,776.15	130,985.00
Sub Total	77,128.66	2,660.30	1,912.12	268.20	145.47	131,021.87	213,136.62
Less: Allowance for credit impaired/Expected credit loss	-	395.14	1,683.94	268.20	145.47	131,021.87	133,514.62
Total	77,128.66	2,265.16	228.18	-	-	-	79,622.00

Note - 8(c) Cash and cash equivalents

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
i) In Current Accounts	21,763.42	37,464.04
ii) In Deposit Accounts with less than or equal to 3 months maturity	58,500.00	-
Cash in hand	46.35	31.52
	80,309.77	37,495.56

Note - 8(d) Bank balances Other than cash and cash equivalents above

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Earmarked Unclaimed Dividend Accounts	15.17	3.40
In Escrow Accounts [Refer Note (i) Below]	16,307.54	16,307.54
In Escrow FPO Accounts [Refer Note 48 & (ii) Below]	1,005.40	129,732.46
In Deposit Accounts		
Original Maturity less than or equal to 3 months		
– Against Margin Money [Under lien]	2,497.91	9,730.45
More than 3 months but less than or equal to 12 months maturity		
– Against Margin Money [Under lien]	13,916.20	8,359.17
– Others	0.02	0.02
	33,742.24	164,133.04

Note :

- (i) Bank balances in current accounts includes amount payable to financial and operational creditors aggregating to ₹ 16,307.54 Lakh (Previous year ₹ 16,307.54 Lakh) is kept in separate escrow accounts. As per escrow agreement any amount unpaid in this Account is deemed to be utilised and the Company has no right, title and claim on the same.
- (ii) Bank balances in current accounts includes a) unutilised amount of issue expenses ₹ 1,005.40 Lakh (Previous year ₹ Nil) b) share application money pending allotment to ₹ Nil (Previous year ₹ 1,29,732.46 Lakh) is kept in separate escrow accounts.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 8(e) Other Financial assets

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Unsecured Considered Good (unless otherwise stated)		
Security and Other Deposits	1,830.63	2,702.82
Interest Accrued but not due		
On Fixed Deposits with Banks	735.82	735.77
On Other deposits	27.82	29.91
Derivative Assets		
– Commodity Contracts	125.91	190.56
Unbilled Revenue	208.79	269.78
Advance for purchase of mutual fund	10,000.00	-
Interest Receivable from Customers [Refer Note (i) below]	5,228.47	-
Compensation Receivable [Refer Note (ii) below]	1,500.00	-
Subsidy & Duty Draw Back Receivable		
Considered Good	778.80	967.75
Considered Doubtful	60.26	-
	839.06	967.75
Less: Allowance for credit impaired	60.26	-
	778.80	967.75
Hedge Receivables	11,679.94	415.97
Others	72.45	69.17
	32,188.63	5,381.73

Note :

- (i) Interest Receivable from Customers include ₹ 1,842.06 Lakh [Previous Year ₹ NIL] due to related parties. [Refer Note 36]
- (ii) Represent an amount receivable against breach of contract for non-supply of materials.

Note - 9 Other Current Assets

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good (unless otherwise stated)		
a) Advances recoverable in cash or in kind or for value to be received		
Unsecured – Considered good [Refer Note (i) below]	44,266.20	32,952.95
Unsecured – Credit impaired	329.63	203.57
	44,595.83	33,156.52
Less: Allowance for credit impaired	329.63	203.57
	44,266.20	32,952.95
b) Gratuity excess of Planned assets over obligations [Refer Note 19]	971.41	726.87
c) Balances with government authorities	10,564.47	8,397.31
d) Indirect Tax Refund Receivable (Refer Note 31 C)		
Considered Good	8,878.91	7,362.00
Considered Doubtful	5,563.49	4,259.12
	14,442.40	11,621.12
Less: Allowance for credit impaired	5,563.49	4,259.12
	8,878.91	7,362.00
d) Other Receivables (includes licence in hand, export incentive receivable)		
Considered Good	1,799.20	3,522.28
Considered Doubtful	662.92	-
	2,462.12	3,522.28
Less: Allowance for credit impaired	662.92	-
	1,799.20	3,522.28
e) Prepaid expenses	1,231.73	3,759.93
	67,711.92	56,721.34

Note :

- (i) The above advances includes advance of ₹ 2,453.43 Lakh (Previous year ₹ 1,453.88 Lakh) are due by private companies in which director of the Company are director and/or shareholder and ₹ 2.21 Lakh (Previous year ₹ 2.03 Lakh) due by officer of the Company. [Refer Note 36]

Notes

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Note - 10 Assets Classified as held for Sale

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Property, Plant & Equipment	357.56	397.56
Other Advances	10.00	10.00
	367.56	407.56

Note: The Company has entered into an agreement on December 5, 2016 to sale 18.1890 acres land situated at Taluka Alibagh, District Raigad for consideration of ₹ 345.77 Lakh. As per the terms of the agreement, the Company is required to bear the conversion expenses upto ₹ 3.75 Lakh per acre and also carry out certain improvements over the said land which shall be reimbursed by the purchaser. The Company has received part of the consideration by way of advance payment. The Company has also entered into contract for the purpose of undertaking the improvements agreed upon and paid an advance to the contractor. The Corporate Insolvency Resolution Process [‘CIRP’] was initiated in respect of Company under the provisions of the IBC by an order of the Hon’ble National Company Law Tribunal, Mumbai dated December 8, 2017 delivered on December 15, 2017 and a moratorium as per Section 14 of the Code was declared. The Resolution Plan was approved by the Hon’ble National Company Law Tribunal, Mumbai and a moratorium was in effect till September 6, 2019. The Collector of Alibagh has sent notices to the Company regarding the condition of not putting the land situated at Taluka Alibagh for industrial use in 15 years period. The company has filed an appeal in the case with the Hon’ble Supreme Court of India seeking to quash the notices issued during moratorium. The Hon’ble Supreme Court vide its order dated November 29, 2022 ordered the Company to pursue its defences and remedies in accordance with law in respect of the said notices with the Collector of Alibagh. The Company continues to disclose the land and the advances paid for improvement of land and classify it as assets held for sale [Refer Note 10] and the amount of advance received form the buyer has been classified as Liabilities directly associated with assets classified as held for sale [Refer Note 20], till the final outcome of the said notices issued by the Collector, Alibagh. The Collector of Alibagh has not taken any action on the said notices till date.

Note - 11 Equity share capital

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
(a) Authorised		
i) Equity Shares		
2,11,20,50,000 (Previous Year 2,11,20,50,000) of face value of ₹ 2/- each	42,241.00	42,241.00
ii) Cumulative Redeemable Preference Share		
5,30,64,000 (Previous Year 5,30,64,000) of face value ₹ 100/- each	53,064.00	53,064.00
	95,305.00	95,305.00
(b) Issued, Subscribed and paid-up [Refer Note (h) below]		
Equity Shares		
36,19,94,853 (Previous Year 29,58,41,007) of face value of ₹ 2/- each fully paid-up [Refer Note (a) of SOCIE]	7,239.90	5,916.82
Less: 76,301 Treasury Equity Shares [Previous year 76,301]	1.53	1.53
	7,238.37	5,915.29

(c) Details of shares held by shareholders holding more than 5% shares in the Company.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	%	No. of Shares	%
EQUITY SHARES				
Patanjali Ayurved Limited	142,500,000	39.37%	142,500,000	48.17%
Yogakshem Sansthan	60,000,000	16.57%	60,000,000	20.28%
Patanjali Parivahan Private Limited	50,000,000	13.81%	50,000,000	16.90%
Patanjali Gramudyog Nayas	40,000,000	11.05%	40,000,000	13.52%

(d) Details of shares held by promoters in the Company.*

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	%	No. of Shares	%
EQUITY SHARES				
Patanjali Ayurved Limited	142,500,000	39.37%	142,500,000	48.17%
Yogakshem Sansthan	60,000,000	16.57%	60,000,000	20.28%
Patanjali Parivahan Private Limited	50,000,000	13.81%	50,000,000	16.90%
Patanjali Gramudyog Nayas	40,000,000	11.05%	40,000,000	13.52%
Ruchi Soya Industries Limited Beneficiary Trust	76,301	0.02%	76,301	0.03%

* There is change in promoters share holding during the year ended March 31, 2023.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(e) Rights, Preferences and Restrictions attached to shares

Equity Shares: The Company has one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(f) For reconciliation of number of shares outstanding at the beginning and at the end of the year - [Refer Note (a) of SOCIE.]

(g) 76,301 Equity shares of the Company are held by Ruchi Soya Industries Limited Beneficiary Trust for the benefit of the Company and its successor. The investment Cost of acquisition of these treasury shares have been netted of from the Equity Share Capital and Securities premium account as per the provisions of Ind AS. The Dividend of earlier period received by the Trust in respect of these shares is included under the head ‘Dividend’ under ‘Other Income’.

(h) During the year ended March 31, 2020, in consideration for the amalgamation of the Patanjali Consortium Adhigrahan Private Limited, the Company has issued: -

1 (one) equity shares of face value of ₹ 2 for every 1 (one) equity share of face value of ₹ 7 of SPV, aggregating 29,25,00,000 equity shares of ₹ 5,850.00 Lakh are issued.

1 (one) 0.0001% cumulative redeemable preference share of face value of ₹ 100 each for every 1 (one) 0.0001% cumulative redeemable preference share of face value of ₹ 100 each of the SPV, aggregating 4,50,00,000 preference share of ₹ 45,000.00 Lakh are issued.

1 (one) 9% cumulative non-convertible debenture of face value of ₹ 10,00,000 for every 1 (one) 9% cumulative non-convertible debenture of face value of ₹ 10,00,000 each of SPV, aggregating 4,500 debentures of ₹ 45,000.00 Lakh are issued.

(i) In terms of regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is mandatorily required to comply with the minimum public shareholding (“MPS”) requirements as specified in rule 19(2) and rule 19A of the Securities Contracts (Regulation) Rules, 1957 (“SCR Rules”). In this regard, rule 19A(5) of SCR Rules inter alia provides that where as a result of implementation of the resolution plan approved under section 31 of Insolvency and bankruptcy Code, 2016, public shareholding in a listed company falls below twenty-five percent then such company shall bring the public shareholding to twenty-five per cent within a maximum period of three years from the date of such shortfall and if the public shareholding falls below ten percent then the same shall be increased to at least ten percent, within a maximum period of twelve months (earlier “eighteen months” time-period was there when the Company was preparing to come up with further public offer so as to increase the public shareholding and the said time line “eighteen months” was substituted with “twelve months” w.e.f. 18.06.2021) from the date of such shortfall. However, the Company could achieve public shareholding to the extent of 19.18% only on completion of further public offering during the year 2022-23.

(j) In terms of SEBI circular no. CFD/CMD/CIR/P/2017/115 dated October 10, 2017, shareholding of promoters and promoter group in the Company has been freezed for non-compliance with minimum public shareholding requirements as per Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended (“MPS”).

Note - 12 Other Equity

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
A Share Application Money Pending Allotment	-	128,980.49
B Capital Redemption Reserve	8,770.98	8,770.98
C Securities Premium Account	466,664.80	45,186.45
D General Reserve	41,815.51	41,815.51
E Capital Reserve	19,309.21	15,662.53
F Retained Earnings	448,935.67	378,514.54
G Hedging Reserve	45.73	8.68
H Equity Instruments through Other Comprehensive Income [Refer Note 30 (A) I (ii)]	(8,123.60)	(7,770.43)
TOTAL	977,418.30	611,168.75

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
A Share Application Money Pending Allotment		
Balance as at the beginning of the year	128,980.49	-
Add/Less: Movement during the year	128,980.49	128,980.49
Balance as at the end of the year	-	128,980.49
B Capital Redemption Reserve		
Balance as at the beginning of the year	8,770.98	8,770.98
Add/Less: Movement during the year	-	-
Balance as at the end of the year	8,770.98	8,770.98
C Securities Premium Account		
Balance as at the beginning of the year	45,186.45	45,186.45
Add: Arising pursuant to Share Premium of FPO	428,676.93	-
Less: FPO Issue Expenses	7,198.58	-
Balance as at the end of the year	466,664.80	45,186.45
D General Reserve		
Balance as at the beginning of the year	41,815.51	41,815.51
Add/Less: Movement during the year	-	-
Balance as at the end of the year	41,815.51	41,815.51
E Capital Reserve		
Balance as at the beginning of the year	15,662.53	15,662.53
Add/Less: Arising pursuant to slump purchase as per BTA of Food Division [Refer Note 47 (B)]	3,646.68	-
Balance as at the end of the year	19,309.21	15,662.53
F Retained Earnings		
Balance as at the beginning of the year	378,514.54	297,719.14
Add: Net Profit for the year	88,644.11	80,630.89
Add: Transferred from other comprehensive income	(32.63)	-
Less : Dividend paid for Equity Shares	18,099.76	-
Less : Dividend paid for Preference Shares	0.04	-
Less: Remeasurement of the defined benefit plans through other comprehensive income [Refer Note 30 (A) I (i)]	90.55	(164.51)
Balance as at the end of the year	448,935.67	378,514.54
G Hedging Reserve		
Balance as at the beginning of the year	8.68	-
Add/Less: Movement during the year (Net of tax)	(37.05)	(8.68)
Balance as at the end of the year	45.73	8.68
H Equity Instruments through Other Comprehensive Income [Refer Note 30 (A) I (ii)]		
Balance as at the beginning of the year	(7,770.43)	(8,828.62)
Add/Less: Movement during the year	(385.80)	1,058.19
Less: Transferred to retained earnings	32.63	-
Balance as at the end of the year	(8,123.60)	(7,770.43)
	977,418.30	611,168.75

I NATURE AND PURPOSE OF RESERVES

(i) Capital Redemption Reserve

Capital Redemption Reserve was created out of profits of the Company for the purpose of redemption of shares.

(ii) Securities Premium Account

Securities Premium account is created on recording of premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(iii) General Reserve

The same is Created out of Surplus profits transferred as per the provisions of the Act, it is utilised as per provisions of the Act.

(iv) Capital Reserve

Capital Reserve amounting to ₹ 15,662.53 Lakh was created on :

- amalgamation with Palm tech India Ltd by ₹ 1,087.07 Lakh, and
- On 3,53,25,000 share warrants issued in an earlier year on preferential basis by ₹ 2,241.69 Lakh. Holders of 64,00,000 warrants exercised the option and were allotted equity shares. Holders of balance 2,89,25,000 warrants did not exercise their option which was lapsed, on expiry on 18 months from the date of issue of warrants. Consequently, the amount of ₹ 2,241.69 Lakh paid by these warrant holders were forfeited and transferred to capital reserve.
- ₹ 12,333.78 Lakh arising pursuant to amalgamation of Patanjali Consortium Adhigrahan Private Limited, a special purpose vehicle with and into the Company.
- ₹ 3,646.68 Lakh arising pursuant to slump purchase of Food Division of Patanjali Ayurved Limited as per BTA.

(v) Retained Earnings

The same is created out of profits over the years and shall be utilised as per the provisions of the Act.

(vi) Equity Instruments through Other Comprehensive Income

The company has elected to recognise changes in fair value of certain class of investments in other comprehensive income. These fair value changes are accumulated within this reserve and shall be adjusted on derecognition of investment.

Note - 13(a) Borrowings

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
At Amortised Cost		
A Term Loans from Banks [Refer Note D and E below]		
Secured		
– Rupee Loans [#]	-	207,720.21
B 0.0001% Non-Convertible Cumulative Redeemable Preference Share		
Unsecured		
1,79,22,540 (Previous year 4,50,00,000) of face value of ₹ 100/- each fully paid-up	7,812.55	17,833.71
C 9% Unsecured Non-Convertible Cumulative Debentures		
Nil (Previous year 4,500) of face value of ₹ 10,00,000/- each fully paid-up	-	45,000.00
	7,812.55	270,553.92

[#] Net off of upfront fees amounting to ₹ NIL (Previous year ₹ 1,055.79 Lakh).

D. Term loans referred to in (a) above and current maturities of long term borrowings referred in Note 17 (a)

₹ Nil (Previous year ₹ 2,26,200.00/- Lakh) [including current maturities of ₹ Nil (Previous year ₹ 17,424.00/- Lakh)] are secured by way of first pari passu charge on all immovable and movable non current assets, present and future, of the Company. First pari passu charge over all the rights, titles, interest, benefits, claims and demand whatsoever, present or future. First pari passu charge on intangibles, goodwill, uncalled capital, present and future. Second pari passu charge over all current assets (both present & future). Pledge of 100% of fully paid up equity shares of the Company held by the promoters, on a pari passu basis, to lenders. Assignment of all rights of RSIL in and under the Take or Pay Agreement between Patanjali Ayurved Limited and RSIL. Letter of comfort backed by board resolution issued by Patanjali Ayurved Limited, Patanjali Parivahan Pvt Ltd, Yogakshem Sansthan and Patanjali Gramudyog Nayas, and Personal Guarantees of the Directors of Patanjali Ayurved Limited.

Term Loans are repayable in door to door 9.5 years from the date of first disbursement. In case, repayable is not completed within door to door 9.5 years, the promoter will infuse additional resources to liquidate the term loans. The term loans agreement, inter-alia, include an option to convert the outstanding amounts into equity shares of the Company in the event of default under the Facility Agreements or any other finance documents. These term loans were prepaid fully out of further public issue proceeds.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

E. Interest rates on above term loans from 6.95% to 10.60% p.a.

F (i) Preference Share: 4,50,00,000 Nos. 0.0001% Non-Convertible Redeemable Cumulative Preference Share of ₹ 100/- each were issued to the Patanjali Ayurved Limited in accordance with the Resolution Plan as approved by the Hon'ble NCLT Mumbai. The same are repayable on December 16, 2031. Out of these, 2,70,77,460 Nos. amounting to ₹ 27,077.46 Lakh have been early reedemed out of further public issue proceeds.

(ii) Reconciliation of number of shares:-

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Preference Shares		
Balance at the beginning of the year	45,000,000	45,000,000
Less: Reedemed during the year	27,077,460	-
Balance at the end of the year	17,922,540	45,000,000

Details of shares held by shareholders holding more than 5% Preference share in the Company:-

Particulars	March 31, 2023	%	March 31, 2022	%
PREFERENCE SHARES				
Patanjali Ayurved Limited	17,922,540	100	45,000,000	100

Details of shares held by promoters in the Company:-

Particulars	March 31, 2023	%	March 31, 2022	%
PREFERENCE SHARES				
Patanjali Ayurved Limited	17,922,540	100	45,000,000	100

G Debentures: 4,500 Nos. 9% Unsecured Non-Convertible Cumulative Debentures of ₹ 10,00,000/- each were issued to the Patanjali Ayurved Limited in accordance with the Resolution Plan as approved by the Hon'ble NCLT Mumbai. The same have been repaid on April 8, 2022 out of further public issue proceeds.

Note - 13(b) Lease Liabilities

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities (Refer Note (i) below)	60.71	77.05
	60.71	77.05

Note: (i) The following is the movement in lease liabilities during the year:

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	90.75	2.06
Add: Addition during the year	-	90.21
Add: Finance cost accrued during the year	7.05	1.02
Less: Payment of lease liabilities	21.71	2.54
Closing Balance	76.09	90.75

The following is the contractual maturity profile of lease liabilities:

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	15.38	13.70
One year to five years	60.71	77.05
Total	76.09	90.75

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 13(c) Other financial liabilities

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Other Liability *	8,867.54	24,818.58
Interest accrued	-	8,429.62
	8,867.54	33,248.20

* represents difference between issue price and fair value of preference shares to be amortised over the tenure.

Note - 14 Income tax liabilities (Net)

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Liabilities related to income tax (net of advance tax and TDS)	769.13	-
	769.13	-

Note - 15 Other non current liabilities

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
(a) Government Grants – Deferred Income [Refer Note (i) below]	404.34	400.60
	404.34	400.60
Note:		
(i) Government Grants – Deferred Income		
Opening Balance	449.86	499.23
Less: Released to profit and loss [Refer Note 21(C) (ii)]	65.97	49.37
Closing balance	383.89	449.86
Classified under Non-Current Liabilities [Refer Note 15 (a)]	404.34	400.60
Classified under Current Liabilities [Refer Note 18 (b)]	59.80	49.26

Note - 16 Provisions

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
(i) Provision for Compensated absences [Refer Note 19]	1,422.26	1,122.90
	1,422.26	1,122.90

Note - 17(a) Borrowings

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
At Amortised Cost		
A Loans repayable on demand *		
Secured		
From Banks [Refer Note D(iv)]		
– Working Capital Loans	94,542.10	72,002.50
– Buyers Credit	32,877.10	-
B Current maturities of long term borrowings [Refer Note E (i), (ii) & (iii)]		
Rupees loans		
– Term loans	-	17,424.00
– Working capital loans	-	1,722.22
C Unsecured Borrowings – Bill Discounting [Refer Note E(iv)]	10,131.67	7,812.36
	137,550.87	98,961.08

* Refer Note D for current financial year and Note E (i), (ii) & (iii) for previous financial year.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

- D**
- (i) Working Capital Loans loan are secured by first pari passu hypothecation charge over all current assets (both present & future) of the Company including Raw Materials, Stock in Process, Finished Goods, Receivables, Book Debts, and Other Current Assets wherever stored or in transit.
 - (ii) Working Capital Loans and Buyers Credit are repayable on demand.
 - (iii) The Bank have the right to convert the debt into equity in conformity with RBI guidelines including Circular DBR.No.BP.BC.45/21.04.048/2018-19 dated June 7, 2019 on Resolution of Stressed Assets as may be amended or modified or supplemented from time to time.
 - (iv) Carrying interest at SOFR + Spread and repayable between April 2023 to June 2023.
- E**
- (i) Working Capital Loans and Short term loan are secured by first pari passu charge over all current assets (both present & future) of the Company. Second pari passu charge on all immovable and movable non current assets, present and future. Second pari passu charge over all the rights, titles, interest, benefits, claims and demand whatsoever, present or future. First pari passu charge on intangibles, goodwill, uncalled capital, present and future. Pledge of 100% of fully paid up equity shares of the Company held by the promoters, on a pari passu basis, to lenders. Assignment of all rights of RSIL in and under the Take or Pay Agreement between Patanjali Ayurved Limited and RSIL. Letter of comfort backed by board resolution issued by Patanjali Ayurved Limited, Patanjali Parivahan Pvt Ltd, Yogakshem Sansthan and Patanjali Gramudyog Nayas, and Personal Guarantee of the Directors of Patanjali Ayurved Limited.
 - (ii) Working Capital Loans are repayable on demand and Short term loan to repayable in 12 months. In case, repayable is not completed within 12 months, the promoter will infuse additional resources to liquidate the short term loan.
 - (iii) The above short term loans and working capital loan, inter-alia, include an option to convert the outstanding amounts into equity shares of the Company in the event of default under the Facility Agreements or any other finance documents.
 - (iv) Represents amount due under factoring services on TReDS platform for MSME's as per RBI guidelines.

Note - 17(b) Lease Liabilities

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities [Refer note 13(b) (i)]	15.38	13.70
	15.38	13.70

Note - 17(c) Trade Payables **

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
Micro and Small Enterprises	5,586.00	2,766.38
Others	128,221.91	87,056.27
	133,807.91	89,822.65

* Trade Payables includes ₹ 24,185.70 Lakh [Previous Year ₹ 4,009.19 Lakh] related to Electronic Vendor Financing Scheme (“e-VFS”).

Trade Payables includes ₹ 22,124.87 Lakh [Previous Year ₹ 7,727.04 Lakh] due to related parties. [Refer Note 36]

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note:

- (i) The Company has identified (based on information available) Micro, Small and Medium Enterprises as those registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act').

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid	22,100.57	4,960.21
Interest due and the unpaid interest	8.64	6.71
Interest paid	-	-
Payment made beyond the appointed day during the year	119,937.52	46,726.27
Amount of interest due and payable for period of delay in making payment excluding interest specified under MSMED Act	-	-
Interest accrued and remaining unpaid	8.64	6.71
Amount of further interest remaining due and payable in succeeding year	-	-

Note : Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This includes creditors for capital expenditures also. This has been relied upon by the auditors.

- (ii) Trade Payables Ageing Schedule are as below :-

Particulars	Unbilled Due	(₹ in Lakh)					
		Outstanding from due date of payment as on March 31, 2023					
		Not Due	Upto 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Total outstanding dues of micro, small & medium Enterprises	-	6,336.29	15,337.57	0.04	0.50	-	21,674.40
Total outstanding dues of Creditors other than micro, small & medium Enterprises #	10,790.27	47,803.18	53,107.02	171.73	65.20	196.11	112,133.51
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-	-
Total	10,790.27	54,139.47	68,444.59	171.77	65.70	196.11	133,807.91

Particulars	Unbilled Due	(₹ in Lakh)					
		Outstanding from due date of payment as on March 31, 2022					
		Not Due	Upto 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Total outstanding dues of micro, small & medium Enterprises	-	4,058.82	899.62	-	-	-	4,958.44
Total outstanding dues of Creditors other than micro, small & medium Enterprises #	5,650.04	35,431.35	43,407.52	180.86	82.15	112.29	84,864.21
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-	-
Total	5,650.04	39,490.17	44,307.14	180.86	82.15	112.29	89,822.65

The unbilled amount have not been bifurcated into MSME and Others and aggregate amount have been reported under Others due to constraints in accounting system.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 17(d) Other Financial liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Liability against CIRP Payables [Refer note (ii) & (iii) below]	16,307.54	16,307.54
Share Application Money Refundable	-	751.97
Interest accrued but not due	563.54	1,252.23
Unclaimed Dividends [Refer note (i) below]	15.17	3.40
Agency & Other Deposits [Refer note (iv) below]	6,947.20	6,087.69
Provision for Sales Scheme	-	5.21
Creditors for capital expenditure [Refer note (iv) below]	336.62	242.65
Retention Money Payable [Refer note (iv) below]	860.73	2,227.95
Consideration Payable to PAL for Food Business [Refer Note 36]	9,325.00	-
Others [Mainly includes Employee Dues] [Refer note (iv) below]	1,698.36	963.95
	36,054.16	27,842.59

Note:

- (i) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.
- (ii) Includes ₹ 10,064.58 Lakh payable to DBS Bank Limited and ₹ 2,918.47 Lakh payable to ICICI Bank Limited pursuant to on-going case at Hon'ble Supreme Court which are mentioned below.

DBS Bank: DBS Bank. had filed an application before Hon'ble National Company Law Tribunal, Mumbai ("NCLT") seeking a prayer to set-aside the decision of Committee of Creditors of the Company to the extent of the distribution of proceeds of the Resolution Plan and to restrain the Resolution Applicant from distributing the proceeds of the Resolution Plan. NCLT ordered against DBS Bank by dismissing the application. NCLT order was challenged before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") and NCLAT dismissed the appeal. NCLAT order has now been challenged before Supreme Court by DBS Bank. Since, there was no stay or order against the distribution of proceeds of Resolution Plan, the proceeds have been distributed in terms of Escrow Agreement and the Resolution Plan has been successfully implemented. There is no further liability of the Company or the Resolution Applicant towards DBS Bank.

ICICI Bank: The erstwhile Resolution Professional, Mr. Shailendra Ajmera, had filed an application before Hon'ble National Company Law Tribunal, Mumbai ("NCLT") seeking a prayer to reverse the preferential transactions undertaken by ICICI Bank Limited. NCLT vide its order dated March 12, 2019 directed ICICI Bank Limited to reverse the said transactions and deposit in the bank account of the Company, the amount withdrawn in such preferential transactions. ICICI Bank Limited had subsequently challenged the order of NCLT before National Company Law Appellate Tribunal ("NCLAT"). NCLAT passed the order in favour of ICICI Bank Limited by setting aside the order of NCLT. NCLAT order has now been challenged by the erstwhile Resolution Professional before Supreme Court which is still pending. The Company had filed an application before the Supreme Court seeking substitution of Resolution Professional of the Company with Ruchi Soya Industries Limited since the corporate insolvency resolution process has been completed. The said application has been allowed by the Supreme Court and RSIL is now the Appellant.

Liability against CIRP Payables is amount payable to financial and operational creditors is kept in separate escrow accounts. As per escrow agreement any amount unpaid in this Account is deemed to be utilised and the Company has no right, title and claim on the same.

- (iii) Pursuant to the Resolution Plan, liabilities related to foreign financial and operational creditors are partially/fully extinguished. In respect of write back pertaining to foreign creditors, advances and loans process of obtaining approval from Reserve Bank of India (RBI) are still in process.
- (iv) Other financial liabilities includes (a) Agency & other deposits ₹ 5.00 Lakh [Previous year ₹ 5.00 Lakh] (b) Creditors for capital expenditure ₹ 5.42 Lakh [Previous year ₹ 75.66 Lakh] (c) Retention money payable ₹ 0.38 Lakh [Previous year ₹ 0.30 Lakh] (d) Others ₹ NIL [Previous year ₹ 0.05 Lakh] due to Related parties. [Refer Note 36]

Note - 18 Other current liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
(a) Customers' Advances [Refer Note (i) below]	8,407.93	4,542.46
(b) Government Grant - Deferred Income [Refer Note 15 (a)]	59.80	49.26
(c) Others (Including Statutory Dues Payable) [Refer Note (ii) below]	4,088.71	3,973.33
	12,556.44	8,565.05

Note:

- (i) Customer advances include ₹ 10.82 Lakh [Previous Year ₹ 20.23 Lakh] due to related parties. [Refer Note 36]
- (ii) Includes statutory dues amounting to ₹ 6.12 Lakh on account of Provident Fund not deposited due to non-linking of Aadhar by some employees for which necessary documents have been submitted to concerned authorities, approval of which is awaited.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 19 Provisions

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
i) Provision for Compensated absences	207.60	156.33
	207.60	156.33

The Company contributes to the following post-employment defined benefit plans in India.

A. Defined Contribution Plans:

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the specified rate as per regulations. The contributions are made to registered provident fund administered by the Government of India. The obligation of the Company is limited to the amount contributed and it Company has no further contractual, or any constructive obligation. The Company has recognised ₹ 1,450.51 Lakh [Previous Year ₹ 983.51 Lakh] towards contribution to Provident Fund and ₹ 76.19 Lakh [Previous Year ₹ 45.00 Lakh] towards Employee State Insurance in Profit and Loss account.

B. Defined Benefit Plan:

a) Gratuity

Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination/resignation is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number completed years of service. The gratuity plan is a funded plan and Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2023. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

b) Leave Obligations

The leave obligations cover the Company's liability for casual, sick & earned leave. The amount of the provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	March 31, 2023		March 31, 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Defined benefit obligation	3,451.32	1,629.86	3,065.02	1,279.23
Fair value of plan assets	4,422.73	-	3,791.88	-
Net defined benefit (obligation)/assets	971.41	(1,629.86)	726.86	(1,279.23)
Non-current [Refer Note 16]	-	(1,422.26)	-	(1,122.90)
Current	971.41	(207.60)	726.86	(156.33)

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

Particulars	March 31, 2023		March 31, 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Defined benefit obligations				
Opening balance	3,065.02	1,279.23	2,961.91	1,051.57
Current service cost	290.56	176.35	278.87	165.67
Interest cost (income)	221.60	92.49	202.76	83.53
	3,577.18	1,548.07	3,443.54	1,300.77
Included in OCI				
Liability Transferred in Acquisitions	-	-	154.42	18.18
Demographic assumptions	-	-	(7.92)	(0.99)
Financial assumptions	(84.87)	(81.44)	(106.85)	(45.85)
Experience adjustment	187.70	483.49	(36.34)	268.70
	3,680.01	1,950.12	3,446.85	1,540.81
Other				
Contributions paid by the employer	-	(320.24)	-	(261.58)
Benefits paid	(228.69)	-	(381.83)	-
Closing balance	3,451.32	1,629.88	3,065.02	1,279.23
Fair value of plan asset				
Opening balance	3,791.90	-	3,245.89	-
Interest income	274.15	-	217.92	-
	4,066.05	-	3,463.81	-
Included in OCI				
Assets Transferred in Acquisitions	-	-	154.42	-
Actuarial gain (loss) due to Experience adjustment	12.28	-	13.40	-
	4,078.33	-	3,631.63	-
Other				
Contributions paid by the employer	573.10	-	542.10	-
Benefits paid	(228.69)	-	(381.83)	-
Closing balance	4,422.74	-	3,791.90	-
Represented by				
Net defined benefit asset	971.41	-	726.87	-
Net defined benefit liability	-	1,629.86	-	1,279.23
	971.41	1,629.86	726.87	1,279.23
Expense recognised in Statement of Profit and Loss				
Current service cost	290.56	176.35	278.87	165.68
Net Interest cost	(52.55)	92.49	(15.15)	83.52
Actuarial (gain)/loss on obligation for the year	-	402.05	-	221.85
Expense recognised in Statement of Profit and Loss	238.01	670.89	263.72	471.05
Expense recognised in Other Comprehensive Income (OCI)				
Actuarial (gain)/loss on obligation for the year	102.83	-	(151.11)	-
Return on plan assets excluding interest income	(12.28)	-	(13.40)	-
Net (Income)/Expense for the year recognised in OCI [Refer Note 30 A (I) (i)]	90.55	-	(164.51)	-

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

C. Plan assets

Plan assets comprise the following

Particulars	March 31, 2023		March 31, 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Investment in LIC India				
Insurer managed fund (100%)	4,422.74	-	3,791.90	-
	4,422.74	-	3,791.90	-

D. Defined benefit obligations

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2023	March 31, 2022
Discount rate	7.50%	7.23%
Salary escalation rate	7.50%	7.50%
Rate of return on plan assets	7.50%	7.23%
Retirement Age	60 Years	60 Years
Attrition Rate	For service 4 years and below 12.00% p.a. For service 5 years and above 2.00% p.a.	For service 4 years and below 12.00% p.a. For service 5 years and above 2.00% p.a.
Mortality Rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

The discount rate is based on the prevailing market yields of Government Securities (G. Sec.) as at the Balance Sheet date for the estimated term of the obligations.

Estimates of future salary increases have been done on the basis of current salary suitably projected for future, beginning one year after the valuation date, the period is validated based on the available information as to the salary revision date other than the date one year after the valuation date, taking into consideration the general trend in inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company

Maturity Profile of Defined Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting	March 31, 2023	March 31, 2022
1st Following Year	189.49	182.08
2nd Following Year	152.11	130.50
3rd Following Year	266.74	222.11
4th Following Year	196.62	248.70
5th Following Year	295.29	184.79
Sum of Years 6 To 10	1,745.21	1,472.43
Sum of Years 11 and above	5,114.88	4,362.72

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows :

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(287.05)	332.09	(254.69)	294.61
Future salary growth (1% movement)	318.82	(281.83)	281.73	(249.32)
Employee Turnover (1% movement)	(8.56)	8.69	(9.25)	9.89
Average Expected Life	12 Years	12 Years	12 Years	12 Years

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

iii. Expected Contributions in next year

Particulars	March 31, 2023	March 31, 2022
Provident Fund	2,026.57	1,125.59

Note - 20 Liabilities directly associated with assets classified as held for sale

Particulars	As at March 31, 2023	As at March 31, 2022
Other Current Liabilities (Refer Note 10)	173.00	173.00
	173.00	173.00

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 21 Revenue from operations

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A Sales of products	3,119,255.41	2,385,799.17
B Sale of Services		
Processing charges received	3,498.51	1,841.79
C Other Operating revenue		
(i) Income from Plant usage	17,500.00	15,520.84
(ii) Government Grants [Refer Note 15 (a)]	65.97	49.37
(iii) Income from Power Generation	4,017.12	4,193.51
(iv) Net Gain of Contract Settlement	8,128.59	13,132.83
	3,152,465.60	2,420,537.51

Note - 22 Other Income

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A Interest Income (under the effective interest method)		
– On Fixed Deposits	2,373.78	613.35
– Others	105.39	123.82
– Redeemable Preference Shares	15,951.04	2,553.93
– From Customers	5,387.01	125.42
B Net Gain on Sale/Discard of Fixed Assets	-	238.17
C Lease Rental income	258.79	358.35
D Other Non-Operating Income		
– Excess Provision/Liabilities no longer required written back	449.02	259.28
– Bad Debts/Advance recovered	463.78	-
– GST Cess [#]	1,836.90	-
– Compensation *	1,500.00	-
– Net Gain/(Loss) on foreign currency transaction/translation	-	2,959.98
– Income of investment	-	96.12
– Miscellaneous Income	842.88	364.81
E Export Incentive	511.29	207.48
	29,679.88	7,900.71

* Represent an amount received against breach of contract for non-supply of materials.

[#] During the year, Appellate Authority of Central Tax (Appeals) Rajkot, Gujarat has ordered refund of Cess ITC of ₹ 136.95 Lakh levied on purchase of coal as same was unutilised for payment of output Cess liability under Section 54(3) of the GST Compensation (Cess) Act, 2017 read with the CGST Act, 2017. Accordingly, the company has availed Coal Cess ITC of ₹ 1,836.90 Lakh for period FY 2017-18 to FY 2019-20 during the year.

Note - 23 Cost of Materials Consumed

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Raw Material	2,415,974.82	1,875,218.14
b) Packing Material	92,684.48	69,530.12
	2,508,659.30	1,944,748.26

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 24 Purchases of Stock-in-Trade

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchases of Stock-in-trade	328,686.72	211,193.47

Note - 25 Changes in inventories of Finished goods, Work-in-progress and Stock in Trade

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Finished goods		
Opening Stock	128,266.08	95,741.06
Closing Stock	148,423.56	128,266.08
	(20,157.48)	(32,525.02)
Work-in-progress		
Opening Stock	885.23	726.98
Closing Stock	10,642.95	885.23
	(9,757.72)	(158.25)
Traded goods		
Opening Stock	97.64	239.28
Closing Stock	103.97	97.64
	(6.33)	141.64
	(29,921.53)	(32,541.63)

Note - 26 Employee benefits expense

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salary, Wages and Bonus	24,805.04	16,440.68
Contribution to Provident and Other Funds	1,527.67	1,030.90
Gratuity [Refer Note 19]	238.01	263.72
Compensation Absences [Refer Note 19]	670.88	471.05
Staff Welfare expenses	547.28	375.14
	27,788.88	18,581.49

Note - 27 Finance costs

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Expense	4,698.29	33,194.12
Other borrowing costs [Includes upfront fees and LC opening Charges]	2,130.48	673.48
Redeemable Preference Shares	17,056.31	1,620.19
	23,885.08	35,487.79

Note - 28 Depreciation and Amortisation Expenses

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, Plant and Equipment	14,784.78	13,234.02
Amortisation on Intangible assets	885.54	72.57
Impairment on Property, Plant and Equipment	292.68	366.16
	15,963.00	13,672.75

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 29 Other Expenses

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Manufacturing Expenses		
Manufacturing expenses	17,493.26	12,513.21
Consumables	11,403.64	8,653.51
Consumption of Stores & Spares parts	10,249.86	6,966.53
Power & Fuel (net of recoveries)	32,474.18	23,259.64
Lease Rental expenses	4,328.46	2,794.91
Repairs and Maintenance		
– Plant & Machinery	2,393.83	2,487.20
– Buildings	296.55	189.09
– Others	840.92	653.34
	79,480.70	57,517.43
Selling and Distribution Expenses		
Freight & forwarding (net of recoveries)	54,515.00	39,930.56
Export expenses	752.57	829.83
Advertisement & sales promotion	17,313.53	15,132.03
	72,581.10	55,892.42
Establishment and Other Expenses		
Rates & Taxes	1,788.58	614.50
Insurance	2,692.55	1,871.95
Payment to Auditors [Refer Note I below]	143.90	101.40
Legal & Professional	928.44	797.03
Corporate Social Responsibility (CSR) [Refer Note II below]	1,237.00	661.00
Royalty	3,484.15	504.97
Directors Sitting Fee	72.00	79.00
Net Loss on Sale/Discard of Fixed Assets	699.41	-
Net (Gain)/Loss on foreign currency transaction/translation	1,782.74	-
Provision for Doubtful Debtors, Advances & Expected Credit Loss	604.91	345.49
Bad Debts/Advances Written off	275.08	
Less: Provision for Trade Receivable Written back	34.70	240.38
Impairment in value of Investment	21.56	22.97
Travelling & conveyance	4,050.82	2,064.88
Bank Commission & charges	588.64	362.66
Other expenses (Net of recoveries)	18,791.02	9,022.24
	37,126.10	16,448.09
	189,187.90	129,857.94
Note:		
(I) Payment to Auditors :-		
(i) Remuneration to the Statutory Auditors		
(a) As Auditors		
– For Statutory Audit	93.00	56.00
– For Limited Review and Certification Charges	36.50	31.00
– For Further Public Offer (FPO) related payment (Adjusted against Securities Premium)	35.00	210.00
(ii) Remuneration to Cost Auditors	4.40	4.40
(ii) Remuneration to Tax Auditors	10.00	10.00

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(II) Disclosure in respect of Corporate social responsibility expenses :-

- (i) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹ 1,236.79 Lakh (Previous Year ₹ 661.00 Lakh)
- (ii) Expenditure related to Corporate Social Responsibility is ₹ 1,237.00 Lakh (Previous Year ₹ 661.00 Lakh)

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Remodeling of assets required for integrated wellness treatment centre	-	661.00
Establishment of Patanjali Gurukulam	1,237.00	-
Total	1,237.00	661.00

(iii) The above amount of ₹ 1,237.00 Lakh (Previous Year ₹ 661.00 Lakh) has been contributed to Patanjali Yogpeeth Trust which is a related party.

(iv) Based on the legal opinion obtained by the Company gain on account of derecognition of liabilities as per resolution plan is considered as notional gain for computation of profit under section 198 of the Act.

Note - 30 Other Comprehensive Income

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(A) Other Comprehensive Income		
I Items that will not be reclassified to Profit and Loss		
(i) Remeasurement of gain/(loss) defined benefit plans [Refer Note 12 F]	(90.55)	164.51
(ii) Gain/(loss) FVTOCI Equity Instruments [Refer Note 12 H]	(385.80)	1,058.19
	(476.35)	1,222.70
(B) Hedge Reserve		
I Items that will be reclassified to Profit and Loss		
(i) Net gain/(loss) on cash flow hedges recognised during the period/year [Refer Note 12 G]	49.51	11.60
	49.51	11.60
II Income tax relating to items that will be reclassified to Profit and Loss	(12.46)	(2.92)
	37.05	8.68

Note - 31 Contingent liabilities and commitments

(₹ in Lakh)		
Particulars	As at March 31, 2023	As at March 31, 2022
A Contingent liabilities		
a) Letters of Credit Outstanding		
Letters of Credit opened in favour of suppliers	36,720.55	-
b) Guarantees		
Outstanding bank Guarantees (Bank Guarantees are provided under contractual/legal obligations)	8,306.35	6,511.87
c) Disputed Demand in appeal of Income Tax (No cash out flow in near future)	26,417.85	26,417.85
d) Other Money for which Company is contingently liable	166.52	-
e) The Company is a party to a review petition filed in the Andhra Pradesh High Court against decision of Andhra Pradesh Government to procure fresh fruit bunches from oil palm farmers at a significantly higher oil extraction ratio than previous years. The issue relates to Ampapuram & Pedapuram oil palm processing units of the Company and is subjudice and currently resolved. The amount involved in the said matter is ₹ NIL for the year ended March 31, 2023 (Previous year ₹ 642.00 Lakh).		
B Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	1,967.62	2,085.06

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

- C** As per approved resolution plan, the contingent liabilities and commitments, claims and obligations, stand extinguished and accordingly no outflow of economic benefits is expected in respect thereof. The Resolution plan, among other matters provide that upon the approval of this Resolution Plan by the National Company Law Tribunal (NCLT) and settlement and receipt of the payment towards the IRP Costs and by the creditors in terms of this plan, all the liabilities demands, damages, penalties, loss, claims of any nature whatsoever (whether admitted/verified/submitted/rejected or not, due or contingent, asserted or unasserted, crystallised or uncrystallised, known or unknown, disputed or undisputed, present or future) including any liabilities, losses, penalties or damages arising out of non-compliances, to which the Company is or may be subject to and which pertains to the period on or before the Effective Date (i.e. September 6, 2019) and are remaining as on that date shall stand extinguished, abated and settled in perpetuity without any further act or deed. The Resolution plan further provides that implementation of resolution plan will not affect the rights of the Company to recover any amount due to the Company and there shall be no set off of any such amount recoverable by the Company against any liability discharged or extinguished.

Note - 32

On divestment of shares of Gemini Edibles and Oil Pvt. Ltd. in an earlier year, pursuant to the Share Purchase Agreement, the Company paid an amount of ₹ 2,836.52 Lakh to the said Company by way of deposit which is refundable on receipt of various incentives by the said Company from Government authorities. Of the total amount paid, the Company has received refund of ₹ 2,320.81 Lakh till March 31, 2023. Subsequent to year end March 31, 2023, the Company has received refund of ₹ 364.22 Lakh and balance amount of ₹ 151.48 Lakh has been written off in the statement of profit and loss account.

Note - 33

Ruchi J-Oil Private Limited (“Ruchi J-Oil”) is under liquidation, financial statements after March 31, 2019 are not available of “Ruchi J-Oil” and management of the Company expects to recover the carrying amount of investment, therefore in view of the management no consolidated financial statements are required to be prepared and presented.

Note - 34 Segment Reporting

A. General Information

- (a) Factors used to identify the entity’s reportable segments, including the basis of organisation

Based on the criterion as mentioned in Ind-As-108-"Operating Segment", the Company has identified its reportable segments, as follows:

- Segment-1 Edible Oils #
- Segment-2 Food & FMCG #
- Segment-3 Wind Power Generation

Unallocable - All the segments other than segments identified above are collectively included in this segment.

The Chief Operating Decision Maker (“CODM”) evaluates the Company’s performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit as the performance indicator for all of the operating segments.

The assets and liabilities that can not be allocated between segments are shown as unallocable assets and liabilities, respectively.

- (b) Following are reportable segments

Reportable segment	Description
Edible Oils #	Crude oils, Refined oils, Vanaspati, Bakery fats, seed extractions and other related products.
Food & FMCG #	Various types of Food Products, Nutraceuticals, Biscuits, Noodles, Breakfast Cereals, Textured Soya protein and other related products.
Wind Power Generation	Electricity Generation from Wind Mills

By products related to each segment have been included under the respective segment.

Inter segment pricing are at Arm's length basis.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

B.1. Information about reportable segments-Financial Year 2022-2023

(₹ in Lakh)					
Particulars	Edible Oils#	Food & FMCG#	Wind Turbine Power Generation	Unallocated	Total
SEGMENT REVENUE					
External Revenue	2,563,444.87	621,808.33	5,324.09	-	3,190,577.29
Less Intersegment Sales	36,804.73	-	1,306.96	-	38,111.69
Total Segment Revenue	2,526,640.14	621,808.33	4,017.13	-	3,152,465.60
Segment Profit/ (Loss) before interest and taxes	11,980.07	110,608.34	1,629.43	-	124,217.84
Add: Unallocable Income net of Unallocable Expenses				17,563.37	17,563.37
Less: Finance cost				23,885.08	23,885.08
Profit before tax					117,896.13
Tax Expenses - Deferred Tax and Current Tax				29,252.02	29,252.02
Profit after tax					88,644.11
Other Information					
Segment Assets	901,256.67	233,430.84	30,623.36	159,047.69	1,324,358.56
Segment Liabilities	214,934.47	66,702.15	-	58,065.27	339,701.89
Capital Expenditure	2,589.56	1,070.22	68.97	172.56	3,901.31
Depreciation / Amortisation/ Impairment	10,715.86	3,068.10	1,865.60	313.44	15,963.00
Non Cash Expenses	-	-	-	604.91	604.91

B.2. Information about reportable segments-Financial Year 2021-2022

(₹ in Lakh)					
Particulars	Edible Oils#	Food & FMCG#	Wind Turbine Power Generation	Unallocated	Total
SEGMENT REVENUE					
External Revenue	2,288,276.18	168,323.80	5,349.81	-	2,461,949.79
Less Intersegment Sales	40,255.98	-	1,156.30	-	41,412.28
Total Segment Revenue	2,248,020.20	168,323.80	4,193.51	-	2,420,537.51
Segment Profit / (Loss) before interest and taxes	123,270.81	18,252.86	1,748.46	-	143,272.13
Add: Unallocable Income net of Unallocable Expenses				(346.19)	(346.19)
Less: Finance cost				35,487.79	35,487.79
Profit before tax					107,438.15
Tax Expenses - Deferred Tax and Current Tax				26,807.26	26,807.26
Profit after tax					80,630.89
Other Information					
Segment Assets	784,640.54	81,591.27	32,700.22	249,089.08	1,148,021.11
Segment Liabilities	75,400.67	13,860.85	-	441,675.55	530,937.07
Capital Expenditure	2,739.67	1,735.44	-	79.76	4,554.87
Depreciation / Amortisation/ Impairment	10,910.80	658.19	1,864.48	239.28	13,672.75
Non Cash Expenses	-	-	-	345.49	345.49

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
I Revenue		
Domestic	3,099,385.95	2,390,097.92
Foreign	53,079.65	30,439.59
Total Revenue	3,152,465.60	2,420,537.51
II Non-Current Assets*		
Within India	531,605.66	498,525.81
Outside India	-	-

* Non-current assets other than financial assets, deferred tax asset and income tax.

Note :-

During the year ended March 31, 2023, based on internal reorganisation of its business segments, acquisition of food retail business, increased focus and business review carried out by the Managing Director (Chief Operating Decision Maker - CODM) of the Company, changed the reportable segments. Now the Company has identified the three reportable segments, i.e. Edible oils, Food and FMCG, Wind Turbine Power Generation. Pursuant to the above change, the Company has restated segment information of comparative previous year in consonance with Ind AS 108 - Operating Segments", including related disclosures.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 35 Taxation

Tax expense/(credit) recognised in the Statement of Profit and Loss

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
The major components of income tax expenses amounts recognised in statement profit and loss for the year ended March 31, 2023 and March 31, 2022 are:		
Current income tax	31,752.17	14,100.00
Deferred income tax charge / (credit) in Profit & Loss	(2,500.15)	12,707.26
Tax expense/(credit) for the year	29,252.02	26,807.26

The income tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	117,896.13	107,438.15
Applicable Tax Rate	25.17%	25.17%
Computed Tax Expense	29,672.10	27,040.03
Tax effect of :		
Expenses disallowed	9,337.24	5,935.39
Depreciation	4,017.57	3,441.16
Provision for doubtful debtors, advances and expected credit loss	212.74	86.95
Others	5,106.93	2,407.28
Additional allowances	7,257.17	18,875.42
Depreciation as per Income Tax	2,909.10	1,834.31
Write off of Bad debts and advances	8.73	-
Others	4,339.34	1,121.15
Business losses and unabsorbed depreciation set-off	-	15,919.96
Current Income Tax (A)	31,752.17	14,100.00
Deferred tax asset/liability recognised in Profit & Loss	(2,500.15)	12,707.26
Deferred tax (Credit) (B)	(2,500.15)	12,707.26
Tax Expenses Charge/(Credit) in Statement of Profit and Loss	29,252.02	26,807.26

Deferred tax assets arising on account of deductible temporary differences, unused tax losses:-

Significant components of Deferred tax (assets) & liabilities	(₹ in Lakh)				
	Opening Balance as at April 1, 2022	Arising pursuant to slump purchase as per BTA of Food Division [Refer Note 47 (B)]	Charged/ (Credited) to statement of Profit & Loss	Charged/ (Credited) to statement of Other Comprehensive Income	Closing Balance as at March 31, 2023
Deferred Tax Liabilities	(31,128.57)	(1,087.01)	(2,273.69)	-	(29,941.89)
Property, plant and equipment and intangible assets	(30,859.93)	(1,087.01)	(2,005.05)	-	(29,941.89)
Other timing differences	(268.64)	-	(268.64)	-	-
Deferred Tax Assets	35,055.55	-	(226.46)	12.46	35,269.55
Provision for doubtful debts & advances	34,726.12	-	(143.51)	-	34,869.63
Other timing differences	329.43	-	(82.95)	12.46	399.92
Net Deferred tax Asset	3,926.98	(1,087.01)	(2,500.15)	12.46	5,327.66

Notes

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Deferred tax assets arising on account of deductible temporary differences, unused tax losses:-

Significant components of Deferred tax (assets) & liabilities	(₹ in Lakh)			
	Opening Balance as at April 1, 2021	Charged/ (Credited) to statement of Profit & Loss	Charged/(Credited) to statement of Other Comprehensive Income	Closing Balance as at March 31, 2022
Deferred Tax Liabilities	(32,834.66)	(1,709.01)	2.92	(31,128.57)
Property, plant and equipment and intangible assets	(32,531.01)	(1,671.08)	-	(30,859.93)
Other timing differences	(303.65)	(37.93)	2.92	(268.64)
Deferred Tax Assets	49,471.82	14,416.27	-	35,055.55
Provision for doubtful debts & advances	34,639.17	(86.95)	-	34,726.12
Brought forward losses	7,333.44	7,333.44	-	-
Unabsorbed Depreciation	7,159.18	7,159.18	-	-
Other timing differences	340.03	10.60	-	329.43
Net Deferred tax Asset	16,637.16	12,707.26	2.92	3,926.98

Note - 36 Related party relationships, transactions and balances

As per Ind AS-24, the disclosure of transactions with related parties are given below :

(a) List of related parties and relationship:

(i) Enterprises exercising control

Patanjali Ayurved Limited
Patanjali Parivahan Private Limited
Patanjali Gramudyog Nayas
Yogakshem Sansthan

(ii) Joint Venture

Ruchi J Oil Private Limited [under liquidation w.e.f. August 21, 2018]

(iii) Key managerial persons

Shri Acharya Balkrishna
Shri Ram Bharat
Shri Sanjeev Kumar Asthana
Shri Ramji Lal Gupta
Shri Sanjay Kumar (Upto June 30, 2022)
Shri Kumar Rajesh
Shri Sanjeevv Khanna

(iv) Relative of key managerial persons & a Director

Shri Swami Ramdev

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(v) Enterprises over which Key Managerial Personnel and their relatives are able to exercise significant influence

- Patanjali Natural Biscuits Private Limited
- Patanjali Agro India Private Limited
- Parakram Security India Private Limited
- Atri Papers Private Limited
- Sanskar Info TV Private Limited
- Vedic Broadcasting Limited
- Patanjali Peya Private Limited
- Swasth Aahar Private Limited
- Mohan Fabtech Private Limited (Upto June 30, 2022)
- Bharuwa Solutions Private Limited
- Fit India Organic Private Limited
- Divya Yog Mandir Trust
- Patanjali Food & Herbal Park Noida Private Limited
- Aarogya Flour Mill
- Divya Packmaf Private Limited
- Patanjali Natural Coloroma Private Limited
- Patanjali Paridhan Private Limited
- Patanjali Yogpeeth Trust
- Patanjali Ayurved Private Limited
- Patanjali Research Foundation Trust
- Patanjali Food & Herbal Park Nagpur Private Limited
- Patanjali Food & Herbal Park Private Limited
- Patanjali Flexipack Private Limited
- Patanjali Mega Store
- Patanjali Chikitsalay
- Prakriti Organic India Private Limited
- SS Vitran Healthcare Private Limited
- Aarogya Diary Product Private Limited
- Sanskriti Filling Station
- Patanjali Yog Peeth Ausdhalaya
- Ballabha Enterprises
- Himal International
- Yog Naturopathy Panchkarma Treatment & Research Centre
- Patanjali Ayurveda Kendra Private Limited
- Patanjali Renewable Energy Private Limited

(vi) Other

- Ruchi Soya Industries Limited Beneficiary Trust

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

As per Ind AS-24, the disclosure of transactions and Balances with related parties are given below :

		(₹ in Lakh)	
S. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Revenue from Operations		
	(a) Sales of Product		
	Patanjali Ayurved Limited	40,673.92	123,024.08
	Patanjali Natural Biscuits Private Limited	-	656.14
	Patanjali Agro India Private Limited	36,438.38	42,410.70
	Fit India Organic Private Limited	1,336.49	82.42
	Swasth Aahar Private Limited	48.88	144.25
	Patanjali Natural Coloroma Private Limited	-	2.31
	Patanjali Ayurved Private Limited	159.30	-
	Divya Packmaf Private Limited	1.52	-
	Divya Yog Mandir Trust	56.39	-
	Patanjali Mega Store	23.32	-
	Patanjali Chikitsalay	38.49	-
	Patanjali Yog Peeth Ausdhalaya	11.85	-
	Ballabha Enterprises	8,908.28	-
	Himal International	2,409.59	-
	Yog Naturopathy Panchkarma Treatment & Research Centre	16,724.52	-
	Patanjali Ayurveda Kendra Private Limited	20.16	-
	Patanjali Peya Private Limited	1.87	-
	(b) Sales of Services (Job Work Processing Charges)		
	Patanjali Ayurved Limited	960.77	-
	(c) Income from Plant usage		
	Patanjali Ayurved Limited	17,500.00	15,520.83
	(d) Net Gain of Contract Settlement		
	Patanjali Agro India Private Limited	664.96	7,857.46
2	Other Income - Interest Income from Customers		
	Patanjali Ayurved Limited	20.86	-
	Patanjali Agro India Private Limited	1,094.90	-
	Yog Naturopathy Panchkarma Treatment & Research Centre	726.30	-
3	Payment to Key Managerial Personnel /Remuneration *		
	Shri Ramji Lal Gupta	62.36	64.73
	Shri Sanjeev Kumar Asthana	211.52	211.52
	Shri Sanjay Kumar	10.16	24.40
	Shri Kumar Rajesh	72.16	55.10
	Shri Sanjeevv Khanna	66.56	55.75
	Shri Ram Bharat [Current Year ₹ 1.00 (Previous year ₹ 1.00)]	-	-
4	Purchase of Goods & Packing Material		
	Patanjali Ayurved Limited	21,048.16	23,072.28
	Patanjali Agro India Private Limited	9,854.78	2,420.75
	Atri Papers Private Limited	3,215.75	2,266.98
	Swasth Aahar Private Limited	7,887.47	3,841.89
	Aarogya Flour Mill	3,033.25	2,387.30
	Patanjali Food & Herbal Park Noida Private Limited	-	34.21
	Divya Packmaf Private Limited	3,931.53	199.95
	Patanjali Paridhan Private Limited	-	0.95
	Divya Yog Mandir Trust	22,083.36	10.21
	Patanjali Food & Herbal Park Private Limited	873.34	-
	Patanjali Flexipack Private Limited	5,882.75	-
	Prakriti Organic India Private Limited	7,365.30	-
	SS Vitran Healthcare Private Limited	2,433.68	-
	Aarogya Diary Product Private Limited	15,324.35	-

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

S. No.	Particulars	(₹ in Lakh)	
		For the year ended March 31, 2023	For the year ended March 31, 2022
5	Consultancy Charges		
	Bharuwa Solutions Private Limited	962.75	32.40
6	Freight & Forwarding		
	Patanjali Parivahan Private Limited	29,548.28	18,404.59
7	Advertisement & Sales promotion:		
	Vedic Broadcasting Limited	241.20	262.03
	Sanskar Info TV Private Limited	179.95	179.95
	Patanjali Agro India Private Limited	0.21	29.13
	Ballabha Enterprises	129.54	-
	Himal International	43.06	-
	Patanjali Yogpeeth Trust	32.62	-
8	Repair & maintenance Expenses		
	Mohan Fabtech Private Limited	-	186.94
9	Other Expenses(Security/Manufacturing Charges)		
	Parakram Security India Private Limited	12,701.09	5,395.15
	Patanjali Natural Biscuits Private Limited	-	102.31
	Sanskriti Filling Station	26.55	-
10	Royalty Expenses		
	Patanjali Ayurved Limited	3,484.15	507.34
11	Establishment & Other Expenses		
	Fit India Organic Private Limited	334.77	-
	Patanjali Yogpeeth Trust	3.35	-
	Sanskriti Filling Station	3.18	-
	Patanjali Research Foundation Trust	17.08	32.22
12	Rent Expenses		
	Vedic Broadcasting Limited	36.21	32.14
	Patanjali Ayurved Limited	750.31	1.34
	Patanjali Food & Herbal Park Private Limited	100.71	-
13	Interest Expenses		
	Patanjali Ayurved Limited (Debenture)	88.77	4,050.00
14	Reimbursement of Expenses		
	Shri Ramji Lal Gupta	3.00	3.00
	Shri Sanjeev Kumar Asthana	12.77	4.49
	Shri Sanjay Kumar	-	2.88
	Shri Sanjeevv Khanna	3.64	6.83
	Shri Kumar Rajesh	8.60	5.92
	Patanjali Ayurved Limited	-	102.66
15	Purchase of Capital Assets(CWIP)		
	Patanjali Ayurved Limited	-	56.34
16	Purchase of Capital Assets		
	Patanjali Ayurved Limited	1.23	54.02
	Patanjali Food & Herbal Park Nagpur Private Limited	44.16	-
17	Corporate Social Responsibility Expenses		
	Patanjali Yogpeeth Trust	1,237.00	661.00

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

S. No.	Particulars	(₹ in Lakh)	
		For the year ended March 31, 2023	For the year ended March 31, 2022
18	Contract Manufacturing Rights(Breakfast Business)		
	Patanjali Ayurved Limited	-	350.00
19	Repayment of Borrowings and Interest		
	Patanjali Ayurved Limited (Preference Shares)	27,077.46	-
	Patanjali Ayurved Limited (Debentures)	45,000.00	-
	Patanjali Ayurved Limited (Interest on Debentures)	9,342.74	-
20	Dividend Paid on Equity and Preference Shares		
	Patanjali Ayurved Limited	7,125.04	-
	Patanjali Parivahan Private Limited	2,500.00	-
	Patanjali Gramudyog Nayas	2,000.00	-
	Yogakshem Sansthan	3,000.00	-
	Ruchi Soya Industries Limited Beneficiary Trust	3.81	-
21	Business Purchase As Per BTA [Refer Note no. 47 (iii) & (iv)]		
	Patanjali Natural Biscuits Private Limited	-	6,002.50
	Patanjali Ayurved Limited	69,000.00	-
22	Director Remuneration Payable		
	Shri Ram Bharat [Current Year ₹ 0.00 (Previous year ₹ 1.00)]	-	-
23	Trade Receivables		
	Patanjali Ayurved Limited	8,645.45	20,952.04
	Patanjali Agro India Private Limited	6,221.76	18,673.55
	Divya Yog Mandir Trust	4.37	0.08
	Swasth Aahar Private Limited	0.04	-
	Ballabha Enterprises	225.87	-
	Himal International	132.70	-
	Patanjali Ayurved Private Limited	23.10	-
	Patanjali Mega Store	1.36	-
	Yog Naturopathy Panchkarma Treatment & Research Centre	677.37	-
	Patanjali Peya Private Limited	2.10	-
	Fit India Organic Private Limited	47.80	-
	Patanjali Ayurveda Kendra Private Limited	8.94	-
24	Interest Receivable from Customers		
	Patanjali Ayurved Limited	20.86	-
	Patanjali Agro India Private Limited	1,094.90	-
	Yog Naturopathy Panchkarma Treatment & Research Centre	726.30	-
25	Advances Receivable		
	Patanjali Agro India Private Limited	2,452.45	1,452.90
	Patanjali Peya Private Limited	0.97	0.97
	Patanjali Renewable Energy Private Limited	67.94	-
	Shri Sanjeev Kumar Asthana	2.08	2.03
	Shri Kumar Rajesh	0.13	-
26	Investment in Joint Venture		
	Ruchi J Oil Private Limited	154.26	154.26
27	Loans from Related Party		
	Patanjali Ayurved Limited (Preference share)	7,812.55	17,833.71
	Patanjali Ayurved Limited (Debenture)	-	45,000.00

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

S. No.	Particulars	(₹ in Lakh)	
		For the year ended March 31, 2023	For the year ended March 31, 2022
28	Trade Payables		
	Patanjali Parivahan Private Limited	7,248.37	3,443.95
	Vedic Broadcasting Limited	29.28	49.49
	Atri Papers Private Limited	822.83	719.91
	Patanjali Ayurved Limited	1,578.57	1,407.39
	Parakram Security India Private Limited	3,690.26	1,361.24
	Sanskar Info TV Private Limited	17.40	17.40
	Bharuwa Solutions Private Limited	74.44	-
	Swasth Aahar Private Limited	2,117.18	354.90
	Aarogya Flour Mill	949.70	184.58
	Divya Yog Mandir Trust	776.45	10.21
	Divya Packmaf Private Limited	273.80	167.33
	Mohan Fabtech Private Limited	-	10.64
	Patanjali Food & Herbal Park Private Limited	178.92	-
	Patanjali Flexipack Private Limited	1,628.66	-
	Prakriti Organic India Private Limited	143.47	-
	SS Vitran Healthcare Private Limited	1,153.29	-
	Aarogya Diary Product Private Limited	1,259.86	-
	Sanskriti Filling Station	2.37	-
	Fit India Organic Private Limited	162.95	-
	Patanjali Research Foundation Trust	17.08	-
29	Security Deposit Received		
	Patanjali Parivahan Private Limited	5.00	5.00
30	Creditors for Capital Expenditure		
	Mohan Fabtech Private Limited	-	75.66
	Patanjali Parivahan Private Limited	5.42	-
31	Retention Money Payable		
	Patanjali Parivahan Private Limited	0.30	0.30
	Atri Papers Private Limited	0.08	-
32	Payable against Food Business Purchase		
	Patanjali Ayurved Limited	9,325.00	-
33	Other Financial Liabilities		
	Patanjali Ayurved Limited (Preference share)	8,867.54	24,818.58
	Patanjali Ayurved Limited (Debenture)	-	8,429.62
	Shri Sanjeevv Khanna	-	0.05
34	Customer Advance:		
	Swasth Aahar Private Limited	-	1.09
	Fit India Organic Private Limited	-	4.15
	Patanjali Ayurved Private Limited	-	15.00
	Divya Yog Mandir Trust	10.57	-
	Patanjali Chikitsalay	0.24	-
	Patanjali Yog Peeth Ausdhalaya	0.01	-

* Does not include the provision made for gratuity and compensated absences, as they are determined on an actuarial basis for all the employees together.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 37 Earnings per share (EPS)

Particulars	March 31, 2023	March 31, 2022
Net Profit after tax (₹ in Lakh)	88,644.11	80,630.89
Profit attributable to equity holders for basic earnings (₹ in Lakh)	88,644.11	80,630.89
Weighted average number of shares for Basic EPS and Diluted EPS (Nos) [Net of treasury shares]	361,193,578	295,764,706
Basic earnings per share (in ₹)	24.54	27.26
Diluted earnings per share (in ₹)	24.54	27.26

Note - 38

During the year ended March 31, 2023, the NCLT vide order June 27, 2022 quashed reassessment proceedings initiated vide notices u/s 148 for assessment years 2013-14, 2015-16 and 2016-17. Thereafter, inspite of NCLT order, the Income Tax Officer, completed the reassessment proceedings and demands aggregating to ₹ 9,289.22 lakh have been raised on the Company . Further, during the year, for assessment year 2013-14 penalty has also been levied u/s 271(1)(c) of the IT Act consequent to the reassessment order passed wherein a demand of ₹ 1,476.88 lakh have been raised on the Company. Accordingly, reassessment orders raising demand for assessment year 2015-16 & 2016-17 & penalty order for assessment year 2013-14 have been challenged by the Company before the NCLT and the same is pending as on date.

Further, for the year ended March 31, 2022, income tax assessments for Assessment Years 2017-18, 2018-19 and 2019-20 have been completed and demands aggregating to ₹ 2,82,706.93 lakh had been raised on the Company. Accordingly, these demands had been challenged by the Company before NCLT and same has been quashed by NCLT vide order dated 11.04.2022. Post receiving the NCLT order the company has also applied for order giving effect to NCLT order before the Income Tax Officer. Further, in respect of demand of ₹ 2,77,173.66 lakh pertaining to assessment year 2018-19 the Company as a prudent measure have also applied for rectification of errors apparent from records. It is understood that the Income Tax Department has preferred an appeal against the said orders of NCLT with High Court of Bombay and the same are pending as on date.

The above demands, penalties pertain to the period prior to the effective date (i.e. September 6, 2019) of the Resolution Plan as approved by the Hon’ble National Company Law Tribunal, Mumbai (“NCLT”). As per the orders dated September 4, 2019 of the Hon’ble NCLT, Mumbai, “ However, it is to be made clear that while approving the resolution plan, we have dealt with every aspect of the resolution plan in details and all the claims which have been admitted during CIRP are being dealt with by us in terms of the resolution plan. Anyone who has not filed its claim then he will not have any right to agitate the same after the approval of the resolution plan.” In respect of above demands, no claims were submitted by the Income Tax Department during the corporate insolvency resolution process.

In view of above, the Company does not expect any liability on account of above demands.

Note - 39

The shareholders of the Company approved a preferential issue of 1,86,70,213 Equity Shares at a price of ₹ 7 per share to Ashav Advisory LLP (“AAL”) in February 2020, subject to receipt of necessary approvals (including stock exchanges and the lenders of Company). The Company did not received final approvals in this regard from the Stock Exchanges, Lenders and Securities Exchange Board of India (“SEBI”). Aggrieved by this, AAL filed an appeal before the Ho'ble Securities Appellate Tribunal at Mumbai (“SAT”) which has been dismissed by the SAT. AAL challenged the SAT order in Hon’ble Supreme Court of India. The matter is currently pending.

Notes

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Note - 40 Financial instruments – Fair values

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in Lakh)										
(i) March 31, 2023	Notes	Carrying amount					Fair value			
		FVTPL	FVTOCI	Total Fair Value	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non Current assets										
Financial assets										
(i) Investments	5(a)	-	1,835.96	1,835.96	154.51	1,990.47	1,835.96	-	-	1,835.96
(iii) Others	5(b)	-	-	-	2,589.97	2,589.97	-	-	-	-
Current assets										
Financial assets										
(i) Investments	8(a)	181.26	535.62	716.88	1,046.43	1,763.31	535.62	181.26	-	716.88
(ii) Trade receivables	8(b)	-	-	-	159,763.51	159,763.51	-	-	-	-
(iii) Cash and cash equivalents	8(c)	-	-	-	80,309.77	80,309.77	-	-	-	-
(iv) Bank Balance other than above	8(d)	-	-	-	33,742.24	33,742.24	-	-	-	-
(v) Others	8(e)	-	-	-	32,188.63	32,188.63	-	-	-	-
Total		181.26	2,371.58	2,552.84	309,795.06	312,347.90	2,371.58	181.26	-	2,552.84
Non Current liabilities										
Financial liabilities										
(i) Borrowings	13(a)	-	-	-	7,812.55	7,812.55	-	-	-	-
(ii) Lease liabilities	13(b)	-	-	-	60.71	60.71	-	-	-	-
(iii) Other financial liabilities	13(c)	-	-	-	8,867.54	8,867.54	-	-	-	-
Current liabilities										
Financial liabilities										
(i) Borrowings	17(a)	-	-	-	137,550.87	137,550.87	-	-	-	-
(ii) Lease liabilities	17(b)	-	-	-	15.38	15.38	-	-	-	-
(iii) Trade payables	17(c)	-	-	-	133,807.91	133,807.91	-	-	-	-
(iv) Other financial liabilities	17(d)	-	-	-	36,054.16	36,054.16	-	-	-	-
Total		-	-	-	324,169.12	324,169.12	-	-	-	-

(₹ in Lakh)										
(ii) March 31, 2022	Notes	Carrying amount					Fair value			
		FVTPL	FVTOCI	Total Fair Value	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non Current assets										
Financial assets										
(i) Investments	5(a)	-	2,766.97	2,766.97	154.29	2,921.26	2,766.97	-	-	2,766.97
(ii) Others	5(b)	-	-	-	3,335.61	3,335.61	-	-	-	-
Current assets										
Financial assets										
(i) Investments	8(a)	202.82	-	202.82	1,046.43	1,249.25	-	202.82	-	202.82
(ii) Trade receivables	8(b)	-	-	-	79,622.00	79,622.00	-	-	-	-
(iii) Cash and cash equivalents	8(c)	-	-	-	37,495.56	37,495.56	-	-	-	-
(iv) Bank Balance other than above	8(d)	-	-	-	164,133.04	164,133.04	-	-	-	-
(v) Other	8(e)	-	-	-	5,381.73	5,381.73	-	-	-	-
Total		202.82	2,766.97	2,969.79	291,168.66	294,138.45	2,766.97	202.82	-	2,969.79
Non Current liabilities										
Financial liabilities										
(i) Borrowings	13(a)	-	-	-	270,553.92	270,553.92	-	-	-	-
(ii) Lease liabilities	13(b)	-	-	-	77.05	77.05	-	-	-	-
(iii) Other financial liabilities	13(c)	-	-	-	33,248.20	33,248.20	-	-	-	-
Current liabilities										
Financial liabilities										
(i) Borrowings	17(a)	-	-	-	98,961.08	98,961.08	-	-	-	-
(ii) Lease liabilities	17(b)	-	-	-	13.70	13.70	-	-	-	-
(iii) Trade payables	17(c)	-	-	-	89,822.65	89,822.65	-	-	-	-
(iv) Other financial liabilities	17(d)	-	-	-	27,842.59	27,842.59	-	-	-	-
Total		-	-	-	520,519.19	520,519.19	-	-	-	-

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

B. Fair Valuation Techniques used to determine Fair Value

The Company maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value of trade receivable, cash and cash equivalents, other bank balances, current borrowings, trade payables, other current financial assets and other current financial liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of non-current borrowings are approximate at their carrying amount due to interest bearing features of these instruments.
- The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
- Fair values of quoted financial instruments are derived from quoted market prices in active markets.
- Fair value of forward contract are derived on the basis of mark-to-market as provided by the respective bank.
- Fair value of open purchase and sale contracts is based on commodity prices listed on NCDEX stock exchange and prices available on Solvent Extractor's association (SEA) along with quotations from brokers and adjustments made for grade and location of commodity and in case of Commodity futures it is based on commodity prices listed on MCX/NCDEX/ACE stock exchange.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows :

Level 1: Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the balance sheet date.

Level 2: Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Note - 41 Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Market risk
 - Currency risk;
 - Interest rate risk;
 - Commodity Risk;
 - Equity Risk;
- Credit risk ; and
- Liquidity risk ;

Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of risks on its financial performance. The Company's risk management assessment policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management of these policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee are responsible for overseeing these policies and processes.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(i) Market risk

Market risk is the risk of changes in the market prices on account of foreign exchange rates, interest rates and Commodity prices, which shall affect the Company's income or the value of its holdings of its financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the returns.

(a) Currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account, where any transaction has more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar and Euro, against the respective functional currencies (INR) of Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited).

The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange. The Company does not use derivative financial instruments for trading or speculative purposes.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported by the management of the Company is as follows:

Particulars	March 31, 2023		March 31, 2022	
	EUR	USD	EUR	USD
	Exposure in ₹	Exposure in ₹	Exposure in ₹	Exposure in ₹
Receivable net exposure				
Trade receivables*	-	4,784.40	226.18	1,288.86
Advance receivable	-	11,158.29	-	-
Statement of financial position exposure	-	15,942.69	226.18	1,288.86
Forward exchange contracts against exports	-	4,069.35	-	533.26
Receivable net exposure	-	11,873.34	226.18	755.60
Payable net exposure				
Borrowings including interest payable	-	127,982.74	-	-
Trade payables and other financial liabilities	-	48,771.72	-	42,502.90
Advance from Customers	0.16	240.28	323.73	219.50
Statement of financial position exposure	0.16	176,994.74	323.73	42,722.40
Forward exchange contracts against imports and foreign currency payables	-	166,314.22	-	42,593.15
Payable net exposure	0.16	10,680.52	323.73	129.25
Total net exposure on Receivables /(Payables)	(0.16)	1,192.82	(97.55)	626.35

Sensitivity analysis

A 1% strengthening / weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss as shown in table below. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in Indian Rupees	Profit/(Loss) March 31, 2023		Profit/(Loss) March 31, 2022	
	Strengthening	Weakening	Strengthening	Weakening
EUR	(0.00)	0.00	(0.98)	0.98
USD	11.93	(11.93)	6.26	(6.26)

* Excluding provision for doubtful debts ₹ 1,30,077.00 Lakh.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to borrowings from banks and others.

For details of the Company's short-term and long term loans and borrowings, Refer Note 13(a), 13(c) and 17(a) of these financial statements.

Interest rate sensitivity - fixed rate instruments

The Company's fixed rate borrowings Preference Shares issued to Patanjali Ayurved Limited @ 0.0001% and Debentures issued to Patanjali Ayurved Limited @ 9% and Investments into Preference Shares of GHI Energy Private Limited @ 6% are carried at fair value. Interest rate gets fixed in respect of short term borrowing at the time of availment, hence there is no interest rate risk associated with such borrowing. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of a change in market interest rates.

Interest rate sensitivity - variable rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased /(decreased) equity and profit or loss by amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date.

A. March 31, 2023

Particulars	Impact on Profit/(loss) before tax	
	100 bp increase	100 bp decrease
On account of Variable Rate Borrowings from Banks	-	-

B. March 31, 2022

Particulars	Impact on Profit/(loss) before tax	
	100 bp increase	100 bp decrease
On account of Variable Rate Borrowings from Banks	(2,857.64)	2,857.64
Sensitivity	(2,857.64)	2,857.64

(c) Commodity risk

The prices of agricultural commodities are subject to wide fluctuations due to unpredictable factors such as demand and supply, import and exports, weather, government policies, changes in global demand resulting from population growth and changes in standards of living and global production of similar and competitive crops. During its ordinary course of business, the value of the Company's open sales and purchases commitments and inventory of raw material changes continuously in line with movements in the prices of the underlying commodities. To the extent that its open sales and purchases commitments do not match at the end of each business day, the Company is subjected to price fluctuations in the commodities market.

While the company is exposed to fluctuations in agricultural commodities prices, its policy is to minimise its risks arising from such fluctuations by hedging its purchases either through direct sale of similar commodity or through futures contracts on the commodity exchanges.

In the course of hedging its purchases either through direct sale or through futures contracts, the company may also be exposed to the inherent risk associated with trading activities conducted by its personnel. Commodities price risk is the financial risk which effects company performance and company strategically manages it, by judicious usage of short term and long-term price contracts, hedging through derivatives product on various commodity exchanges. The company has in place a robust, well-designed risk management policy and governance framework to effectively safeguard its interest from price volatility and minimise risk exposure.

To hedge commodity related risk, the open outstanding position of forward/future as on March 31, 2023 is Crude Palm Oil 44,450.00 MT and Soya Degum Oil 4,082.40 MT.

To hedge commodity related risk, the open outstanding position of forward/future as on March 31, 2022 is Nil.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

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Forming part of the Standalone Financial Statements for the year ended March 31, 2023

(d) Equity risk

Equity Price Risk is related to the change in market reference price of the investments in equity securities. The fair value of some of the Company's investments in Fair value through Other Comprehensive Income securities exposes the Company to equity price risks. In general, these securities are not held for trading purposes. These investments are subject to changes in the market price of securities. The fair value of equity securities as of March 31, 2023, was ₹ 2,371.58 Lakh [Previous Year 2,766.97 Lakh]. A Sensex standard deviation of 5% [Previous Year 7%] would result in change in equity prices of securities held as of March 31, 2023 by ₹ 118.58 Lakh. [Previous Year ₹ 193.69 Lakh]

(ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts, impairment and expected credit loss that represents its estimate on expected credit loss model.

A. Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Expected credit loss assessment for customers as at March 31, 2023 and March 31, 2022

Exposures to customers outstanding at the end of each reporting year are reviewed by the Company to determine expected credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances.

The movement in the allowance for trade receivables having significant increase in credit risk during the year was as follows.

(₹ in Lakh)	
Particulars	March 31, 2023
Balance as at April 1, 2022	133,514.62
Reversal of impairment loss recognised as per ECL	1,906.63
Provision for Trade Receivables Written back/Reversal	34.70
Balance as at March 31, 2023	131,573.29

The movement in the allowance for trade receivables having significant increase in credit risk during the year was as follows.

(₹ in Lakh)	
Particulars	March 31, 2022
Balance as at April 1, 2021	133,169.13
Impairment loss recognised as per ECL	345.49
Balance as at March 31, 2022	133,514.62

B. Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks of ₹ 80,309.77 Lakh as at March 31, 2023 [Previous Year ₹ 37,495.57 Lakh]. The credit worthiness of such banks is evaluated by the management on an on-going basis and is considered to be good.

C. Derivatives

The derivatives are entered into with credit worthy on counterparties. The credit worthiness of such counterparties is evaluated by the management on an on-going basis and is considered to be good.

D. Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counter-parties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties apart from those already given in financials, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has been taking measures to ensure that the Company's cash flow from business borrowing is sufficient to meet the cash requirements for the Company's operations. The Company managing its liquidity needs by monitoring forecasted cash inflows and outflows in day to day business. Liquidity needs are monitored on various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 30 day projections. Net cash requirements are compared to available working capital facilities in order to determine headroom or any short falls. Presently company's objective is to maintain sufficient cash to meet its operational liquidity requirements.

The below table summaries the maturity profile of the Company's financial liability

A As at March 31, 2023

Particulars	Carrying amount	Contractual cash flows				
		Total	1 year or less	1-2 years	2-5 years	> 5 years
Secured loans and borrowings	127,419.20	127,419.20	127,419.20	-	-	-
Unsecured borrowings	10,131.67	10,131.67	10,131.67	-	-	-
Redeemable preference shares	16,680.09	17,922.54	-	-	-	17,922.54
Trade payables	133,807.91	133,807.91	133,807.91	-	-	-
Other financial liabilities – current and non current	36,130.25	36,145.44	36,076.00	22.82	46.62	-

B As at March 31, 2022

Particulars	Carrying amount	Contractual cash flows				
		Total	1 year or less	1-2 years	2-5 years	> 5 years
Secured term loans and borrowings	298,868.93	299,924.72	91,148.72	23,424.00	99,648.00	85,704.00
Unsecured borrowings	7,812.36	7,812.36	7,812.36	-	-	-
Redeemable preference shares	42,652.29	45,000.00	-	-	-	45,000.00
Non convertible debenture	53,429.62	53,429.62	-	-	-	53,429.62
Trade payables	89,822.65	89,822.65	89,822.65	-	-	-
Other financial liabilities – current and non current	27,933.34	27,956.65	27,864.30	22.64	69.71	-

Note - 42

A. Capital Management

For the purpose of Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is net debt divided by total equity. Net debt are non-current and current debts (including preference shares liabilities) as reduced by cash and cash equivalents. Equity comprises all components including other comprehensive income.

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Total Debts	154,230.96	394,333.58
Less : Cash and cash equivalent	80,309.77	37,495.56
Net Debts	73,921.19	356,838.02
Total equity (Share Capital Plus Other Equity)	984,656.67	617,084.04
Net debt to equity ratio	0.08	0.58

B. Dividends

The Company has paid dividend of ₹ 5/- per equity share of ₹ 2/- each and 0.0001% per Non-Convertible Cumulative Redeemable Preference Share of ₹ 100 each for the financial year ended March 31, 2022.

C. Debt Covenants

In order to achieve the overall objective of capital management amongst other things, aims to ensure that it meets critical covenants attached to interest bearing loans, there have been breaches in the critical covenants in current year.

- The Company needs to obtain external rating from an external credit rating agency, update the same at regular intervals and submit the same to the bank failing which penal interest will be levied.

Notes

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Note - 43 Ratio Analysis and its components

Ratio

Sr No.	Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% of changes
1.	Current ratio	Current Assets	Current Liabilities	2.44	2.82	(13.29%)
2.	Debt- Equity Ratio *	Total Debts	Total Equity (Equity Share capital + Other equity)	0.16	0.64	(75.49%)
3.	Debt Service Coverage Ratio #	Earnings available for debt service (Net profit after tax expense + depreciation & amortisation + Finance cost + Non cash operating items + other adjustment)	Finance cost + principle repayment of long term borrowings during the year	0.40	2.49	(83.94%)
4.	Return on Equity Ratio §	Net profit after tax	Average Total Equity [(Opening Equity Share capital + Opening Other equity+Closing Equity Share Capital+Closing Other Equity)/2]	11.07%	15.76%	(29.76%)
5.	Inventory Turnover Ratio	Revenue from sales of products	Average Inventory (opening balance+ closing balance/2)	8.94	9.06	(1.25%)
6.	Trade Receivable Turnover Ratio **	Revenue from operations	Average trade receivable (Opening balance + closing balance /2)	26.34	39.21	(32.83%)
7.	Trade Payable Turnover Ratio	Cost of materials consumed + Purchase of Stock-in-Trade	Average trade payable (Opening balance + closing balance /2)	25.38	27.73	(8.50%)
8.	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset - current liabilities)	6.82	5.91	15.44%
9.	Net Profit Ratio	Net profit after tax	Revenue from operations	2.81%	3.33%	(15.59%)
10.	Return on Capital Employed	Profit Before interest & Tax	Total Equity + Total Debts (including preferred share liability)	12.45%	14.13%	(11.90%)
11.	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment	Current investments + Non current Investments + Fixed deposits with bank	2.98%	3.03%	(1.66%)

* Due to decrease in total debts and increase in total equity.

Due to less finance cost as compare to previous financial year as paid all loans during the year.

§ Due to increase in total equity.

** Due to increase in revenue from operations.

Note - 44 Disclosure on Bank/Financial institutions compliances

Summary of reconciliation of monthly statements of current assets filed by the Company with Banks are as below :-

(₹ in Lakh)				
Quarter	Particulars of Securities Provided	As per Books of Accounts	As per statement of current assets	Difference
September-2022	Inventories and Trade Receivables	533,841.41	533,654.04	187.37
December-2022	Inventories and Trade Receivables	663,734.14	664,909.77	(1,175.63)
March-2023	Inventories and Trade Receivables	568,257.66	570,331.35	(2,073.69)

(₹ in Lakh)				
Quarter	Particulars of Securities Provided	As per Books of Accounts	As per statement of current assets	Difference
June-2021	Inventories and Trade Receivables	292,362.36	293,752.08	(1,389.72)
September-2021	Inventories and Trade Receivables	330,845.11	330,700.73	144.38
December-2021	Inventories and Trade Receivables	350,899.30	345,897.63	5,001.67

Note :-

- (i) All loans outstanding as at March 31, 2022 were repaid by the Company, hence the Company has not filed statement of current assets for the quarter ended March 31, 2022. As on June 30, 2022, there was no borrowing hence it was not required to file this statement.
- (ii) Above differences are not considered material with reference to the size and nature of business operations of the Company.
- (iii) Trade Receivables are excluding of foreign customers which pertains to Pre-CIRP period.

Notes

Forming part of the Standalone Financial Statements for the year ended March 31, 2023

Note - 45

- (i) The Company disaggregates revenue from contracts with customers by type of Business and geography.
- (ii) Revenue disaggregation based on Geography and Revenue by business segments have been in Note no. 34 (Segment Reporting)
- (iii) Reconciliation of Revenue from Operation (Sale of Products) with contract price:

(₹ in Lakh)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Contract Price	3,122,318.74	2,387,105.99
Less: Reduction towards variables considerations components *	3,063.33	1,306.82
Revenue from Operations	3,119,255.41	2,385,799.17

* The reduction towards variable consideration comprises of volume discounts, schemes rate difference and quality claim etc.

Note - 46

The Serious Fraud Investigation Office (SFIO), New Delhi had started investigation into the affairs of Ruchi Soya Industries Limited in the year 2018 and it is still ongoing. Certain information have been sought from the company. Enforcement Directorate (ED) has sought certain information about the Company and its certain transactions with erstwhile foreign subsidiary and one overseas party for the period prior to the effective date (i.e. September 6, 2019) of the Resolution Plan as approved by Hon'ble National Company Law Tribunal ('NCLT'), Mumbai. ED has also sought certain information in connection with outstanding Export Data Processing and Monitoring System (EDPMS) and Import Data Processing and Monitoring System (IDPMS) related mostly to Pre CIRP period. The Company is fully co-operating with the both the authorities.

Since the above matters relates the period prior to the effective date (i.e. September 6, 2019) of Resolution Plan, the management is of the view that in terms of provisions of section 32 A of the Insolvency and Bankruptcy Code, 2016, Company shall not have any financial implication on it.

Note - 47 (A)

- i) As approved by the Board of Directors on June 9, 2021, in respect of purchase of right of contract manufacturing business of breakfast cereal products Patanjali Ayurved Limited has assigned its rights and obligations under the contract manufacturing agreements in favour of the Company. One time consideration paid of ₹ 350.00 Lakh have been accounted as “Intangible Assets”.
- ii) The Company and Patanjali Ayurved Limited (“PAL”) entered into Contract Manufacturing Agreement with Patanjali Ayurved Limited for manufacture of nutraceutical products for the Company and also to enter into a Brand License Agreement to use ‘Patanjali’ Brand for the nutraceutical products of the Company on the terms and conditions mentioned in the respective Agreements.
- iii) Accounting and disclosures on Business Combinations as per Ind AS 103:- The Board of Directors of the Company at its meeting held on May 10, 2021 approved the signing of the Business Transfer Agreement (“BTA”) with Patanjali Natural Biscuits Private Limited to acquire its business of manufacturing, packing and labelling of biscuits, cookies, rusk and other associated bakery products. The Company has a strong presence in the soya foods and edible oils segment. This acquisition will create a unique opportunity for the Company to participate and create value in the biscuit, cookies, rusk and other associated bakery product category in India.

Pursuant to BTA, the Company has acquired with effect from May 21, 2021 above said business for a slump consideration of ₹ 6,002.50 Lakh on going concern basis. All the assets and liabilities are taken over at their fair values. The Following is the summary of total assets and liabilities acquired by the Company at the date of acquisition:-

Particulars	₹ in Lakh
ASSETS	
(a) Property, plant and equipment	4,322.11
(b) Capital work-in-progress	2.28
(c) Inventories	1,818.00
(d) Financial Assets	
(i) Trade receivables	1,897.07
(ii) Others	2,021.11
(e) Other Current Assets	522.76
Total Assets	10,583.33
LIABILITIES	
(a) Financial Liabilities	
(i) Trade Payables	4,349.70
(ii) Other financial liabilities	989.57
(b) Other current liabilities	323.98
Total Liabilities	5,663.25
Total Consideration	6,002.50
Goodwill	1,082.42

Notes

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Note - 47 (B)

Accounting and disclosures on Business Combinations as per Ind AS 103 :- The Board of Directors of the Company at its meeting held on May 18, 2022 approved the signing of the Business Transfer Agreement (“BTA”) with Patanjali Ayurved Limited ("PAL") to acquire its food retail business ("Food Retail Business Undertaking") including manufacturing plants. The Company has a strong presence in the soya foods and edible oils segment. This acquisition will create a unique opportunity for the Company to participate and create value in the various types of food product category in India.

Pursuant to BTA, as amended, entered with Patanjali Ayurved Limited (PAL), with effect from July 1, 2022 (“Acquisition Date”), the Company has acquired Food Retail Business (“Food Retail Business Undertaking”) as a going concern on a Slump Sale basis for a cash consideration of ₹ 69,000 Lakh. Accordingly, on acquisition date, all the assets acquired including intangible assets identified aggregating to ₹ 73,733.69 Lakh are accounted at fair value in accordance with IND AS 103 on Business Combinations, differential amount of ₹ 3,646.68 Lakh after considering effects of deferred tax liabilities are credited to Capital Reserve. Subsequent to in-principal approval of PAL’s lenders, No Objection Certificate from Lead Banker in respect of said transfer has been received and from other lenders the same is being obtained. The expenses incurred in connection with Business acquisition amounting to ₹ 1,140.00 Lakh are charged to the statement of profit and loss account. The Following is the summary of total assets acquired by the Company at the date of acquisition:-

Particulars	₹ in Lakh
ASSETS	
(a) Property, plant and equipment	33,857.60
(b) Capital work-in-progress	151.95
(c) Other Intangible assets	4,319.00
(d) Inventories	35,405.14
Total Assets	73,733.69
Total Consideration	69,000.00
Deferred Tax Liability	1,087.01
Capital Reserve	3,646.68

Note - 48

The Company has issued 6,61,53,846 equity shares of face value of ₹ 2 each for cash at an issue price of ₹ 650 (including share premium of ₹ 648 per share) per equity shares aggregating to ₹ 4,30,000 Lakh by the way of further public offering (FPO). On April 8, 2022, these equity shares of the Company have been listed on BSE Limited and National Stock Exchange of India Limited. Post allotment of aforesaid shares, the paid up equity share capital of the Company have been increased to ₹ 7,238.37 Lakh divided into 36,19,18,552 equity shares (net of treasury shares) of face value of ₹ 2 each from ₹ 5,915.29 Lakh divided into 29,57,64,706 equity shares (net of treasury shares). Issue related expenses has been adjusted against Security Premium.

The utilisation of proceeds of FPO is summarised below :-

(₹ in Lakh)				
Objects of the issue as per prospectus	Amount to be utilised as per prospectus	Revised Amount to be utilised as per Board Approval	Utilisation up to March 31, 2023	Unutilised amount as on March 31, 2023
Repayment and/or prepayment of borrowings from consortium of lenders and Patanjali Ayurved Limited, one of our Promoters, in full or part, availed by Company	266,382.52	266,382.52	266,382.52	-
Funding incremental working capital requirements of Company	59,342.48	59,342.48	59,342.48	-
General corporate purposes	89,644.65	95,976.44*	95,975.81	0.63 [#]
Issue related expenses	14,630.35	8,298.56*	7,454.06	844.50 [#]
Total	430,000.00	430,000.00	429,154.87	845.13

* The Board of Directors of the Company on April 8, 2022 and June 8, 2022, approved the revised estimate of issue expenses from ₹ 14,630.35 Lakh to ₹ 8,298.56 Lakh. The difference amount of ₹ 6,331.79 Lakh has been earmarked by the Company for the general corporate purpose. General corporate purpose also includes repayment of borrowings.

[#] The FPO proceeds which were unutilised as at March 31, 2023 are parked in FPO Monitoring Agency Bank account and in FPO public issue account.

Notes

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Note - 49

With effect from June 24, 2022, the Company’s name has been changed from “Ruchi Soya Industries Limited” to “Patanjali Foods Limited” as per approval received from Ministry of Corporate Affairs (“MCA”) and shareholders.

Note - 50

Events after the reporting period :-

The Board of Directors has recommended dividend of ₹ 6/- per equity share of ₹ 2/- each for the financial year ended March 31, 2023. This payment of dividend is subject to approval of members of the Company at ensuing Annual General Meeting of the Company.

Note - 51 Relationship with Struck off Companies

There is no balance outstanding as on March 31, 2023 on account of any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Note - 52 Other Statutory Information

- (a) No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (b) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (c) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (d) The Company have not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (e) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (f) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Note - 53

The figures for the previous year have been re-grouped/ re-arranged, wherever necessary, to correspond with the current year classification/ disclosures. The same are strictly not comparable due to acquisition of Food Retail Business as mentioned in note 47 (B).

As per our report of even date attached
For **Chaturvedi & Shah LLP**
Chartered Accountants
Registration No. 101720W/W100355

For and On Behalf of Board of Directors

Vijay Napawaliya
Partner
Membership no. 109859

Acharya Balkrishna
Chairman
DIN: 01778007

Ram Bharat
Managing Director
DIN: 01651754

Sanjeev Kumar Asthana
Chief Executive Officer

Kumar Rajesh
Chief Financial Officer

Ramji Lal Gupta
Company Secretary

Date: May 30, 2023

FORM AOC-1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part “A”: Subsidiaries

The Company has no subsidiary company as on March 31, 2023.

Sr. No.	Particulars	
1.	Name of the subsidiary	
2.	The date since when subsidiary was acquired	
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
5.	Share capital	
6.	Reserves and Surplus	
7.	Total Assets	
8.	Total Liabilities	Not Applicable
9.	Investments	
10.	Turnover	
11.	Profit/(Loss) before taxation	
12.	Provision for taxation	
13.	Profit/(loss) after taxation	
14.	Proposed Dividend	
15.	% of shareholding	

Notes:

Name of the subsidiaries which are yet to commence operation : None

Name of subsidiaries which have been liquidated or sold during the year :

As a part of the implementation of Resolution Plan approved by the Hon’ble NCLT vide its order dated July 24, 2019 read with order dated September 4, 2019 under section 31 of the Insolvency and Bankruptcy Code, 2016, the Company has disposed-off its entire equity investment / ownership interest held in its below subsidiary companies and step-down subsidiary companies.

Sr. No.	Name of Subsidiary Companies
1.	Ruchi Worldwide Limited
2.	Mrig Trading Private Limited
3.	RSIL Holdings Private Limited
4.	Ruchi Ethiopia Holdings Limited, Dubai
5.	Ruchi Industries Pte. Limited, Singapore

Sr. No.	Name of Step-down Subsidiary Companies
1.	Ruchi Agri Plantation (Cambodia) Pte. Limited, Cambodia
2.	Ruchi Agri Trading Pte. Limited, Singapore
3.	Ruchi Agri SARLU, Madagascar
4.	Ruchi Agri PLC, Ethiopia
5.	Palmolien Industries Pte. Limited, Cambodia
6.	Ruchi Middle East DMCC, Dubai

Note : Shares of the subsidiary companies held by the Company have been transferred in favour of the buyer except the shares of Ruchi Ethiopia Holdings Limited, Dubai which are in the process of transfer in favour of the buyer.

Part “B”: Associates and Joint Ventures

The Company has no associate company and joint venture as on March 31, 2023 except Ruchi J-Oil Private Limited which is under voluntary liquidation from August 21, 2018.

Sr. No.	Particulars	
1.	Name of Associates/Joint Ventures	Ruchi J-Oil Private Limited
2.	Latest audited Balance Sheet Date	May 09, 2018
3.	Shares of Associate/Joint Ventures held by the company on the year end	
	No. of shares	22,060
	Amount of Investment in Associates/Joint Venture	₹ 154.26 Lakh
	Extent of Holding %	51
4.	Description of how there is significant influence	Due to Shareholding
5.	Reason why the associate/joint venture is not consolidated	Not Applicable
6.	Networth attributable to Shareholding as per latest audited Balance Sheet	₹ 3,576.29 Lakh
7.	Profit/Loss for the year	Not Applicable
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Notes:

Name of associates or joint ventures which are yet to commence operations : None

Name of associates or joint ventures which have been liquidated or sold during the year :

GHI Energy Private Limited (“GHI”) was an associate of the Company with Company’s holding 49% of the paid up equity share capital. However, GHI issued further equity shares on May 13, 2019 without consent of the Company as a result of which Company’s equity shareholding in GHI reduced to 19.34%. On pursuation by the Company, GHI has filed a petition with Hon’ble National Company Law Tribunal, Chennai Bench (“Hon’ble Tribunal”) for reduction of capital under section 66 of the Companies Act, 2013. Accordingly, pending confirmation of the Hon’ble Tribunal of the aforesaid reduction of share capital of GHI, the Company continues to hold only 19.34% in GHI. Upon approval of the capital reduction by the Hon’ble Tribunal and such capital reduction, being effective, the paid up share capital of GHI shall stand reduced to the extent of the shares so extinguished and the original shareholding of 49% of the Company shall stand restored.

The investment of the Company in Indian Oil Ruchi Biofuels LLP, a Joint Venture, has been impaired in the books of accounts of the Company in the year 2018-19 as per the provisions of applicable Ind-AS.

For and on behalf of the Board of Directors of
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)

Acharya Balkrishna Chairman DIN: 01778007 Date: May 30, 2023	Ram Bharat Managing Director DIN: 01651754 Date: May 30, 2023	Sanjeev Kumar Asthana Chief Executive Officer Date : May 30, 2023	Kumar Rajesh Chief Financial Officer Date: May 30, 2023	Ramji Lal Gupta Company Secretary Date: May 30, 2023
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FORM AOC -2

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

i. Details of contracts or arrangements or transactions not at arm’s length basis : NIL

S. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NA
2.	Nature of contracts/arrangements/transaction	NA
3.	Duration of the contracts/arrangements/transaction	NA
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
5.	Justification for entering into such contracts or arrangements or transactions	NA
6.	Date of approval by the Board	NA
7.	Amount paid as advances, if any	NA
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

ii. Details of material contracts or arrangements or transactions at arm’s length basis.

S. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Patanjali Ayurved Limited (PAL) (Promoter of the Company)
2.	Nature of contracts/arrangements/transactions	Acquisition of Food Retail Business Undertaking, Sale/purchase of goods, packing materials, rendering of services and other transactions.
3.	Duration of the contracts/arrangements/transaction	Financial Year 2022-23
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	– Acquisition of Food Retail Business Undertaking of PAL as a going concern on Slump Sale basis. – Sale or Purchase of goods, packing materials, rendering of services and other transactions with PAL. For value of transactions, refer Note No. 36 of the financial statements for the financial year ended March 31, 2023.
5.	Date(s) of approval by the Board	March 31, 2022 and May 18, 2022
6.	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors of
Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)

Acharya Balkrishna Chairman DIN: 01778007 Date: May 30, 2023	Ram Bharat Managing Director DIN: 01651754 Date: May 30, 2023	Sanjeev Kumar Asthana Chief Executive Officer Date : May 30, 2023	Kumar Rajesh Chief Financial Officer Date: May 30, 2023	Ramji Lal Gupta Company Secretary Date: May 30, 2023
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GRI Index

Statement of use	Patanjali Foods Limited has reported the information cited in this GRI content index for the period FY 2022-23 with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

GRI Standard	Disclosure	Location Chapter, Section	Pages
GRI 2: General Disclosures 2021	2-1 Organisational details	About Patanjali Foods Limited	6-7
	2-2 Entities included in the organisation's sustainability reporting	About the Report	1
	2-3 Reporting period, frequency and contact point	About the Report	1
	2-4 Restatements of information	About the Report	1
	2-6 Activities, value chain and other business relationships	Business segments	12-27
	2-7 Employees	Human capital	64-67
	2-8 Workers who are not employees	Human capital	64-67
	2-9 Governance structure and composition	Governance	86-87
	2-10 Nomination and selection of the highest governance body	Governance	86-87
	2-11 Chair of the highest governance body	Governance	86-87
	2-12 Role of the highest governance body in overseeing the management of impacts	Governance	86-87
	2-13 Delegation of responsibility for managing impacts	Governance	86-87
	2-14 Role of the highest governance body in sustainability reporting	Governance	86-87
	2-15 Conflicts of interest	BRSR	148
	2-16 Communication of critical concerns	Governance	86-87
	2-17 Collective knowledge of the highest governance body	Board of Directors	88-89
	2-18 Evaluation of the performance of the highest governance body	Governance	86-87
	2-19 Remuneration policies	Directors' Report	97
	2-20 Process to determine remuneration	Directors' Report	97
	2-22 Statement on sustainable development strategy	Strategic Priorities and Progress	48-49
	2-26 Mechanisms for seeking advice and raising concerns	BRSR	143
	2-27 Compliance with laws and regulations	Governance	86
	2-28 Membership associations	BRSR	100
	2-29 Approach to stakeholder engagement	Stakeholder Engagement	42-43
	2-30 Collective bargaining agreements	BRSR	150-151
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Materiality Assessment	44-45
	3-2 List of material topics	Materiality Assessment	44-45
	3-3 Management of material topics	Materiality Assessment	44-45
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	Financial Capital	58-59
	201-2 Financial implications and other risks and opportunities due to climate change	BRSR	144
	201-3 Defined benefit plan obligations and other retirement plans	BRSR	150
	201-4 Financial assistance received from government	Palm Oil Plantation	24
GRI 202: Market Presence 2016	202-1 Ratios of standard entry level wage by gender compared to local minimum wage	BRSR	154-155
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	Social and Relationship Capital	80-85
	203-2 Significant indirect economic impacts	Social and Relationship Capital	80-85
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	BRSR	160
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	Governance	86-87
	205-2 Communication and training about anti-corruption policies and procedures	Governance	86-87
	205-3 Confirmed incidents of corruption and actions taken	BRSR	148

GRI Standard	Disclosure	Location Chapter, Section	Pages
GRI 206: Anti-competitive Behavior 2016	206-1 Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	BRSR	160
GRI 207: Tax 2019	207-1 Approach to tax		
	207-2 Tax governance, control, and risk management	Risk and Mitigation Measures	38-39
	207-3 Stakeholder engagement and management of concerns related to tax	BRSR	143
	207-4 Country-by-country reporting	Not Applicable (company has offices only in India)	
GRI 301: Materials 2016	301-2 Recycled input materials used	BRSR	158-159
	301-3 Reclaimed products and their packaging materials	BRSR	148-149
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	BRSR	157
	302-2 Energy consumption outside of the organisation	BRSR	157
	302-3 Energy intensity	BRSR	157
	302-4 Reduction of energy consumption	BRSR	157
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	BRSR	145-146
	303-2 Management of water discharge-related impacts	BRSR	157
	303-3 Water withdrawal	BRSR	157
	303-4 Water discharge	BRSR	157
	303-5 Water consumption	BRSR	157
GRI 304: Biodiversity 2016	304-1 Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	BRSR	159
	304-2 Significant impacts of activities, products and services on biodiversity	BRSR	159
	304-3 Habitats protected or restored	Not Applicable	
	304-4 IUCN Red List species and national conservation list species with habitats in areas affected by operations	Not Applicable	
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	BRSR	158
	305-2 Energy indirect (Scope 2) GHG emissions	BRSR	158
	305-3 Other indirect (Scope 3) GHG emissions	BRSR	158
	305-4 GHG emissions intensity	BRSR	158
	305-5 Reduction of GHG emissions	Natural Capital	76
	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	BRSR	158
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	BRSR	158-159
	306-2 Management of significant waste-related impacts	BRSR	158-159
	306-3 Waste generated	BRSR	158-159
	306-4 Waste diverted from disposal		
	306-5 Waste directed to disposal	BRSR	158-159
GRI 308: Supplier Environmental Assessment 2016	308-2 Negative environmental impacts in the supply chain and actions taken	BRSR	144-145
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	BRSR	141-142
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	BRSR	148-151
	401-3 Parental leave	BRSR	150

GRI Standard	Disclosure	Location Chapter, Section	Pages
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	BRSR	152-153
	403-2 Hazard identification, risk assessment, and incident investigation	BRSR	152
	403-3 Occupational health services	Social and Relationship Capital	84-85
	403-4 Worker participation, consultation, and communication on occupational health and safety	BRSR	152
	403-5 Worker training on occupational health and safety	BRSR	151
	403-6 Promotion of worker health	BRSR	151,155
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	BRSR	152
	403-8 Workers covered by an occupational health and safety management system	BRSR	152
	403-9 Work-related injuries	Human Capital, BRSR	67,153
	403-10 Work-related ill health	BRSR	153
GRI 404: Training and Education 2016	404-2 Programs for upgrading employee skills and transition assistance programs	BRSR	151
	404-3 Percentage of employees receiving regular performance and career development reviews	BRSR	152
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	Governance, Human Capital	86-87, 64-67
	405-2 Ratio of basic salary and remuneration of women to men	BRSR	155
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	BRSR	156
GRI 416: Customer Health and Safety 2016	416-1 Assessment of the health and safety impacts of product and service categories	Manufactured Capital	62-63
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	BRSR	160-161
GRI 417: Marketing and Labeling 2016	417-1 Requirements for product and service information and labeling	Manufactured Capital	62-63
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	BRSR	161

UNSDG Alignment

Sustainable Development Goals (SDGs)	Sections	Page Numbers
SDG 2: Zero Hunger	Social and Relationship Capital	80-85
SDG 3: Good health and wellbeing	Social and Relationship Capital	80-85
SDG 4: Quality education	Social and Relationship Capital	80-85
SDG 5: Gender equality	Human Capital, Natural Capital	64-67, 74-79
SDG 7: Affordable and clean energy	Natural Capital	74-79
SDG 8: Decent work and economic growth	Risks and Mitigation Measures, Financial Capital, Social and Relationship Capital	39, 56-59, 80-85
SDG 9: Industry, Innovation and Infrastructure	Risks and Mitigation Measures, Manufactured Capital	39, 60-63
SDG 10: Reduced Inequalities	Human Capital	64-67
SDG 12: Responsible production and consumption	Risks and Mitigation Measures, Social and Relationship Capital	39, 80-85
SDG 13: Climate Action	Natural Capital	74-79
SDG 15: Life on Land	Natural Capital	74-79
SDG 16: Peace, justice and strong institutions	Risks and Mitigation Measures	39
SDG 17: Partnership for goals	Social and Relationship Capital	80-85

**PATANJALI FOODS LIMITED**

(Formerly known as Ruchi Soya Industries Limited)

CIN: L15140MH1986PLC038536

Registered Office: 616, Tulsiani Chambers, Nariman Point,

Mumbai – 400021, Maharashtra, India

Email: secretarial@patanjalifoods.co.in; Telephone: (+91-22) 61090100 / 200

Website: www.patanjalifoods.com

Notice of 37th Annual General Meeting

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting (“**AGM / Meeting**”) of the members of **Patanjali Foods Limited** (Formerly known as Ruchi Soya Industries Limited) will be held on Friday, the September 29, 2023 at 3.00 PM through video conferencing (“**VC**”)/other audio visual means (“**OAVM**”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon.
2. To declare dividend on preference shares and equity shares for the year ended March 31, 2023.
3. To appoint a director in place of Shri Swami Ramdev (DIN: 08086068) who, retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To re-appoint Shri Tejendra Mohan Bhasin (DIN: 03091429), as the Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Shri Tejendra Mohan Bhasin, aged 67 years (approx.) who was appointed as Independent Director of the Company for a period of three (3) consecutive years to hold

office as such up to August 12, 2023, and whose continuation as independent director will require approval of members and who has submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from August 13, 2023 to August 12, 2028.

RESOLVED FURTHER THAT any of the directors of the Company, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

5. **To re-appoint Smt. Gyan Sudha Misra (DIN: 07577265), as the Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Smt. Gyan Sudha Misra, aged 74 years (approx.) who was appointed as Independent Director of the Company for a period of three (3) consecutive years to hold office as such up to August 12, 2023, and who has submitted the declaration that she meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)

(b) of Listing Regulations, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from August 13, 2023 to August 12, 2028.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, the consent of the members be and is hereby accorded to continue the office of Smt. Gyan Sudha Misra as Independent Director of the Company even after attaining the age of 75 years, on the same terms and conditions as approved by the members herein above, and it shall be considered as the requisite approval from members as required under the Listing Regulations.

RESOLVED FURTHER THAT any of the directors of the Company, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

6. **To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 {including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, amounting to ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Kumar Asthana, Chief Executive Officer, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

7. **To grant Omnibus approval for related party transactions with Patanjali Ayurved Limited**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), various circulars issued by SEBI, the applicable provisions of the Companies Act, 2013 (“**the Act**”) along with the rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on materiality of related party transactions and on dealing with related party transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for entering into and/or continuing to enter into transaction(s) with Patanjali Ayurved Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale/ purchase of goods, packing materials, rendering of services and other transactions in the ordinary course of business of the Company at arm’s length basis, from time to time, during the financial year ending March 31, 2024 upto an amount not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only) on such terms and conditions as may be decided by the Audit Committee / Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing Director of the Company and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For **Patanjali Foods Limited**
(Formerly known as Ruchi Soya Industries Limited)

Place : Mumbai
Date : August 11, 2023

Ramji Lal Gupta
Company Secretary

Registered Office:

616, Tulsiani Chambers, Nariman Point,
Mumbai – 400021, Maharashtra

NOTES:

1. An Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (**“the Act”**), setting out the material facts in respect of the special business to be transacted at the Annual General Meeting (**“AGM / Meeting”**) is annexed hereto. Further, details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the directors seeking appointment/re-appointment at the AGM, given as an annexure to Explanatory Statement and the same shall form part of the Explanatory Statement pursuant to the provisions of section 102 of the Act and Notice.
2. In view of global outbreak and continuing COVID-19 pandemic, the Ministry of Corporate Affairs (**“MCA”**), vide its General Circular No. 10/2022 dated December 28, 2022 read together with General Circular No. 02/2022 dated May 05, 2022, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and General Circular No. 21/2021 dated December 14, 2021 (collectively referred to as **“MCA Circulars”**) and other applicable circulars issued by the Securities and Exchange Board of India (**“SEBI”**), has permitted the Companies to conduct the AGM for the financial year ended / ending any time before / on March 31, 2023 through video conferencing (**“VC”**) or other audio visual means (**“OAVM”**) as per respective due dates by September 30, 2023, without physical presence of the members at a common venue.
3. In compliance with applicable provisions of the Act read with the MCA Circulars and Listing Regulations, the 37th AGM of the Company is being conducted through VC / OAVM. In accordance with the provisions of Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India (**“ICSI”**) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The Company has appointed National Securities Depository Limited (**“NSDL”**) to provide VC/ OAVM facility for the AGM.
5. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of section 112 and section 113, the Institutional / Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate members/Societies/Trusts intending to send their authorised representative to attend the AGM through VC / OAVM facility, are requested to send a duly certified copy of Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the AGM.
7. In the case of joint holders, the member whose name appears as the first in the order of names as per the Register of Members of the Company will be entitled to vote at AGM.
8. **Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:**
 - (i) In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors and Auditors or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). The Notice calling the AGM and the Annual Report 2022-23 has been uploaded on the website of the Company at www.patanjalifoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of NSDL at www.evoting.nsdl.com.
 - (ii) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at secretarial@patanjalifoods.co.in or Share Transfer Agent at investors@sarthakglobal.com along with the copy of the signed request letter mentioning the name, demat account number/folio number, email id, mobile number and address of the member, self-attested copy of the PAN card and of any document (e.g. : Driving License, Election Identity Card, Passport) as supporting documents. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
9. **Procedure to raise questions / seek clarifications with respect to annual report:**
 - (i) Members who wish to express their views / ask questions during the AGM may register themselves as a speaker by sending their request and questions in advance at least seven (7) days prior to AGM mentioning their name, demat account number / folio number, email id, mobile number at secretarial@patanjalifoods.co.in.
 - (ii) Members who wish to express their views / have queries may send their queries in advance at least seven (7) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at secretarial@patanjalifoods.co.in. These queries will be replied to by the Company suitably by email.
 - (iii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
10. **Instructions to Members for remote e-voting and joining virtual meeting:**
 1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**“NSDL”**) for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
 2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
 4. In line with the Ministry of Corporate Affairs (MCA) Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.patanjalifoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evoting.nsdl.com.
5. Members whose name are recorded in the Register of Members or in the Register of Beneficial Owners by the Depositories as on cut-off date i.e. Friday, September 22, 2023 shall be entitled to avail the facility of remote e-voting as well as e-voting during AGM. Any receipt of the Notice, who has no voting rights as on the cut-off date shall treat this Notice as intimation only.
6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of AGM and prior to the cut-off date i.e. Friday, September 22, 2023 shall also be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned hereunder.
7. A dividend of ₹ 6/- per equity share has been recommended by the Board of Directors for the financial year ended March 31, 2023, subject to approval of the members at this Meeting. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2023 to Friday September 29, 2023 (both days inclusive) for determining the entitlement of the members to the dividend, for financial year ended March 31, 2023.
8. The cut-off date for the purpose of determining entitlement of shareholders/members to dividend for the financial year ended March 31, 2023, if approved at the AGM is Friday, September 22, 2023.
9. Dividend as recommend by the Board of Directors, if declared at the AGM, shall be dispatched/remitted commencing from the day after the AGM i.e. September 30, 2023.
10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change or updation of bank particulars. Such changes/updation are to be intimated only to the DPs of the Members. In case the Company is unable to pay the dividend to any shareholder(s) by electronic mode due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such shareholders.

11.

If the final dividend, as recommended by Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source, shall be made:
- i.

to all beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (“**NSDL**”) and the Central Depository Services (India) Limited (“**CDSL**”), collectively referred to as “Depositories” as of end of day on Thursday, September 21, 2023.
- ii.

to all shareholders / members in respect of shares held in physical form after giving effect to valid transfer in respect of transfer requests lodged with the Company/RTA as of the close of business hours on Thursday, September 21, 2023.
12.

Pursuant to the Finance Act, 2020, the dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendment thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and RTA (if shares held in physical form).
- Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to investors@sarthakglobal.com on or before September 10, 2023. Shareholders are requested to note that in case their PAN is registered, the tax will be deducted at 10%, otherwise it will be deducted at 20%.

Non-resident shareholders {including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)} can avail beneficial rate under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Owner Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents to investors@sarthakglobal.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before September 10, 2023.

13.

The Company, for sending Notices/communications will use the details of address registered with the NSDL/CDSL and downloaded by RTA from the respective Depository. Shareholders holding shares in electronic form are hereby informed that their address registered in Demat Account should be updated with respective Depository Participant so as to get updated immediately. The Company or its RTA cannot act on any request received directly from the Shareholders holding shares in electronic form for any change of address. Such changes are to be advised only to the Depository Participant of the Shareholders.
11.

The instructions for shareholders for e-voting and joining virtual meetings are as under:
- (i)

The voting period begins on Tuesday, September 26, 2023 at 09.00 AM and ends on Thursday, September 28, 2023 at 05.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, September 22, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii)

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL.	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 4886 7000 or 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - Now, you will have to click on “Login” button.
 - After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to pddiwan@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) by email to secretarial@patanjalifoods.co.in or investors@sarthakglobal.com.
- In case shares are held in demat mode, please provide DPID/ CLID (16 digit DPID+CLID or 16 digit beneficiary ID), Name, Client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN Card, AADHAR) (self attested scanned copy of Aadhar Card to secretarial@patanjalifoods.co.in or investors@sarthakglobal.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

12. Procedure for inspection of Documents:

- (i) All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on secretarial@patanjalifoods.co.in.
- (ii) Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, can send an email at secretarial@patanjalifoods.co.in.

The Register of Directors and KMPs and their shareholding maintained under section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

13. General Information:

- (i) The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, September 22, 2023.
- (ii) Once the vote on a resolution is cast by the member, he/she will not be allowed to change it subsequently or cast the vote again.
- (iii) Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore 452001 (M.P.) is the Share Transfer Agent of the Company. Sarthak Global Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondence to the Share Transfer Agent.
- (iv) The Company has appointed CS Prashant Diwan, Practicing Company Secretary, as Scrutiniser to scrutinise the remote e-voting process and e-voting system at the AGM in a fair and transparent manner.
- (v) Members who wish to claim their dividends that remained unpaid/unclaimed, are requested to correspond with the Company or to the Share Transfer Agent. The amount of dividend remaining unpaid/unclaimed for a period of seven (7) years from the due date is required to be transferred to the Investor Education and Protection Fund (“IEPF”), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2014-15 to the IEPF within the stipulated time period during the year.
- (vi) Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular dated 25th January, 2022, has clarified that listed Companies, with immediate effect, shall issue the securities only in demat mode while processing investor services requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled form ISR-4 to M/s Sarthak Global Limited, RTA at 170/10 R.N.T. Marg, Film Colony, Indore – 452001 or by email to investors@sarthakglobal.com for the above mentioned service request. Further to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding equity shares in physical form are requested to consider converting their holding to demat mode.
- (vii) **Furnishing PAN, KYC, Bank Details and Nomination by Shareholders:** SEBI has issued Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, Circular No. SEBI/HO/MIRSD/

MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 for Common and Simplified Norms for processing investor's services request by Registrar and Share Transfer Agents (RTAs) and norms for furnishing PAN, KYC details and Nomination, freezing of folios without valid PAN, KYC details; compulsory linking of PAN and Aadhar by Shareholders holding shares in physical form, among others.

The Company has also sent an individual letter to physical shareholders requesting them to furnish PAN, KYC details and Nomination to avoid freezing of their folios. Specimen copy of letter and prescribed formats for KYC and Nomination is available on website of Company under “Update of KYC” section at <http://www.patanjalifoods.com/kycUpdateation.php>.

Freezing of Folios without PAN, KYC details and Nomination: Folios wherein any one of the above mentioned documents/details are not available on or after 1st October, 2023, shall be frozen by RTA/Company in terms of said Circulars. The frozen folios will be referred by RTA/Company to the administering authority under the Benami Transaction (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

Compulsory linking of PAN and Aadhaar by all shareholders in physical mode: From April 01, 2023 or any other dates as may be specified by the Central Board of Direct Taxes (“CBDT”), RTA will accept only valid PANs and also verify that the PAN in the existing folios are valid i.e. linked to the Aadhaar number of the Shareholder. The folios wherein PAN is not valid as on the notified cut-off date of March 31, 2023 or any other date as may be specified by the CBDT, will also be frozen.

Shareholder, please note that in terms of the afore mentioned Circulars, w.e.f. April 01, 2023, RTA of the Company will not process any service request or complaint from Shareholder(s) / claimant(s) unless PAN, KYC and Nomination documents/details are available.

(viii) Dematerialisation of Physical Holdings – A Special Request

SEBI vide its Press Release No. 12/2019 dated March 27, 2019 has decided that except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 01, 2019. Hence, we request the shareholders to demat their physical holding immediately.

In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 transfer of securities held in physical mode has been discontinued

w.e.f. April 01, 2019. Accordingly transfer of shares can be done only if the shares are held in demat form.

Further, SEBI vide Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, decided that listed Companies while processing request for issue of duplicate share certificate, transmission, transposition, etc., shall henceforth issue the securities in demat form only. Shareholders/claimants may submit the above requests in duly filled Forms ISR-4 along with documents mentioned therein. Form ISR-4 can be downloaded from the website of the Company at <http://www.patanjalifoods.com/kycUpdateation.php>.

In view of the above, we request all shareholders of the Company who hold the shares in physical form to dematerialise their shares.

- (ix) Members holding shares in electronic form are requested to provide their e-mail address, details relating to nomination, mobile number and bank details to their Depository Participant(s) (“DP”) in case the same are not updated.
- (x) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Member, facing issues for participating in AGM can write to secretarial@patanjalifoods.co.in.
- (xi) The Scrutiniser shall after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two working days of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- (xii) Shareholders are requested to invariably quote their respective folio number/s (for those holding shares in physical form) and their respective DP Id & Client Id number (for those holding shares in electronic/demat form) in any correspondence with the Company or Company's Registrar and Share Transfer Agent.
- (xiii) The results shall be declared on or after the date of the Annual General Meeting of the Company and the resolutions shall be deemed to be passed on the date of the Meeting. The results declared, along with the Report of the Scrutiniser shall be placed on the website of the Company at www.patanjalifoods.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

Since the AGM is being conducted through VC / OAVM, the Route Map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

The Board of Directors of the Company had appointed Shri Tejendra Mohan Bhasin as an additional director in the category of non-executive Independent Director of the Company. His appointment for the first term of three (3) consecutive years commencing from August 13, 2020 to August 12, 2023 was confirmed by the members at the 34th AGM of the Company.

During his first tenure as an Independent Director of the Company Shri Tejendra Mohan Bhasin contributed immensely in the Board and Committee deliberations.

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the outcome of Performance Evaluation of Shri Tejendra Mohan Bhasin was undertaken. On the basis of performance evaluation and his expertise, knowledge, continued guidance to the management and the substantial contribution made by him, the Board, at its meeting held on August 11, 2023 based on the recommendation of Nomination and Remuneration Committee has approved the re-appointment of Shri Tejendra Mohan Bhasin as an Independent Director of the Company for a further term of five(5) consecutive years commencing from August 13, 2023 subject to the approval of the members.

In the opinion of the Board of Directors, Shri Tejendra Mohan Bhasin fulfils the conditions specified in the Act and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management.

The Board is also of the opinion that he possesses requisite skills, experience and knowledge relevant to the Company's business and considers that his continued association as an Independent Director would be of immense benefit to the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Shri Tejendra Mohan Bhasin as Director of the Company. The Company has also received a declaration of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from him. Shri Tejendra Mohan Bhasin is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. A copy of the Letter of Appointment of Shri Tejendra Mohan Bhasin as Non-Executive Independent Director of the Company, is available for inspection through electronic mode on the basis of request being sent to secretarial@patanjalifoods.co.in.

Pursuant to Regulation 17(1C) of the Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the members at the next general meeting or within a time period of three (3) months from the date of re-appointment whichever is earlier.

Further, in accordance with the provisions of Regulation 25 (2A) of the Listing Regulations, the re-appointment of an Independent Director requires approval of members by way of a special resolution. Therefore, item no. 4 is proposed to be passed and approved as special resolution.

The terms and conditions of appointment of independent director shall be available for inspection through electronic mode and the same shall also be available at the Company's website at www.patanjalifoods.com.

Except Shri Tejendra Mohan Bhasin, being the appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the notice.

Item No. 5

The Board of Directors of the Company had appointed Smt. Gyan Sudha Misra as an additional director in the category of non-executive Independent Director of the Company. Her appointment for the term of three consecutive years commencing from August 13, 2020 to August 12, 2023 was confirmed by the members at the 34th AGM of the Company.

During her first tenure as an Independent Director of the Company Smt. Gyan Sudha Misra contributed immensely in the Board and Committee deliberations.

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Performance Evaluation of Smt. Gyan Sudha Misra was undertaken. On the basis of outcome of performance evaluation and her expertise, knowledge, continued guidance to the management and the substantial contribution made by her, the Board, at its meeting held on August 11, 2023 based on the recommendation of Nomination and Remuneration Committee has approved the re-appointment of Smt. Gyan Sudha Misra as an Independent Director of the Company for a further term of five (5) consecutive years commencing from August 13, 2023 subject to the approval of the members.

In the opinion of the Board of Directors, Smt. Gyan Sudha Misra fulfils the conditions specified in the Act and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management.

The Board is also of the opinion that she possesses requisite skills, experience and knowledge relevant to the Company's business and considers that her continued association as an Independent Director would be of immense benefit to the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Smt. Gyan Sudha Misra as Director of the Company. The Company has also received a declaration of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from her. Smt. Gyan Sudha Misra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director. A copy of the Letter of Appointment of Smt. Gyan Sudha Misra as Non-Executive Independent Director of the Company, is available for inspection through electronic mode on the basis of request being sent to secretarial@patanjalifoods.co.in.

In accordance with the provisions of Regulation 25 (2A) of the Listing Regulations, the re-appointment of an Independent Director requires approval of members by way of a special resolution.

Further, pursuant to Regulation 17 of the Listing Regulations, consent of the Members by way of Special Resolution is required for continuation of a non-executive director beyond the age of 75 years. Since Smt. Gyan Sudha Misra is of the age of 74 years, and during her proposed term of appointment, she will attain the age of 75 years on April 28, 2024. Therefore, the appointment of Smt. Gyan Sudha Misra as an independent director for consecutive period of five (5) years i.e. from August 13, 2023 to August 12, 2028 in item no. 5 is proposed to be passed as special resolution and the same shall be considered as requisite approval under regulation 17 of the Listing Regulations for continuation of Smt. Gyan Sudha Misra as independent director beyond the age of 75 years.

Pursuant to the requirements of the Act and based on her expertise, knowledge, continued valued guidance to the management and outcome of the performance evaluation during her first term of three (3) years and the substantial contribution made by her, it is proposed to seek approval of the members by way of special resolution to re-appoint Smt. Gyan Sudha Misra, as an Independent Director for a further term of five (5) years commencing from August 13, 2023.

The terms and conditions of appointment of independent director shall be available for inspection through electronic mode and the same shall also be available at the Company's website at www.patanjalifoods.com.

Except Smt. Gyan Sudha Misra, being the appointee and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the notice.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their respective meetings held on May 30, 2023, approved the appointment and remuneration of M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only) plus applicable taxes thereon and re-imbursement of out-of-pocket expenses.

In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought to ratify the remuneration payable to the Cost Auditors. In compliance with the General Circular number 20/2020 issued by the Ministry of Corporate Affairs, this item is considered unavoidable and forms part of this Notice.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this Resolution as set out in Item No. 6 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 6 for the approval of Members.

Item No. 7

As per the provisions of Section 188 of the Companies Act, 2013 ("the Act"), the transactions with related parties which are on arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), such transactions which are material as per the provisions of Listing Regulations require the prior approval of members through a resolution, notwithstanding the

fact that the same are on an arm’s length basis and in the ordinary course of business. As per Regulation 23 of Listing Regulations, a Related Party Transaction will be considered as ‘material’ if the transaction(s), to be entered into, individually or taken together with previous transactions, during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company has been entering into various transactions of sale/purchase of goods, packing materials, rendering of services and others with Patanjali Ayurved Limited (“PAL”), in its ordinary course of business and on arm’s length basis.

Omnibus approval of members for all transactions, of any nature whatsoever in the ordinary course of business, with PAL up to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only) is being sought under Item No. 7.

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Company’s Policy on materiality of related party transactions and on dealing with related party transactions (“Company’s Policy”) provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the decisions in the interest of the Company. Additionally, an update on the actual related party transactions entered into during every quarter is provided to the Audit Committee for review.

Details of the Material Related Party Transactions as required, under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Patanjali Ayurved Limited (PAL)
2.	Name of the director or key managerial personnel who is related, if any	Shri Ram Bharat and Shri Acharya Balkrishna
3.	Nature of Relationship	PAL is one of the promoters of the Company. Furthermore, Shri Ram Bharat, Managing Director and one of the promoters of the Company, is also a Director of PAL. Shri Acharya Balkrishna, one of the promoters and Chairman of the Company holds 98.54 % of the paid-up equity share capital of PAL.
4.	Type, material terms and particulars of the proposed transaction	Entering into transactions of sale/purchase of goods, packing materials, rendering of services and other transactions, in the ordinary course of business, during the year 2023-24.
5.	Tenure of the proposed transaction	Financial year 2023-24
6.	Value of the proposed transaction	Not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore Only). The proposal seeks to provide enabling authority to the Board and Audit Committee to undertake the transactions with PAL as and when required within, the aforesaid limits and as per the Company’s Policy.
7.	Percentage of the Company’s annual consolidated turnover (approx.) for the year 2022-23	4.71% (Approx.)
8.	Justification as to why the RPT is in the interest of the Company	PAL is having very efficient supply chain and wide sales/procurement network due to its nature of business. For increasing the Company’s sales volume and product reach, the sales/supply chain network of the PAL is beneficial for the Company.
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and any subsequent material modification in the proposed transaction, as may be defined by the Audit Committee as a part of Company’s Policy, shall be placed before the members for approval in terms of Regulation 23(4) of the Listing Regulations.

The Board recommends the resolution set out at Item no. 7 for approval of the members. No member(s) of the Company, who is considered as a related party within the definition of “related party” as per Listing Regulations, for the purpose of this transaction, shall vote to approve the resolution proposed in Item No. 7 in this notice.

Except as disclosed hereinabove and to the extent of shareholding in the Company, Directors and Key Managerial Personnel of the Company and their respective relatives are not, whether financially or otherwise, concerned or interested, in the resolution set out at item No. 7.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE THIRTY SEVENTH ANNUAL GENERAL MEETING

[Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Shri Tejendra Mohan Bhasin
(DIN: 03091429), Independent Director

Shri Tejendra Mohan Bhasin holds a bachelor’s degree in Law, master’s degree in Business Administration from the University of Delhi and Doctorate in Philosophy (Ph.D) from University of Madras. He is an associate of the Indian Institute of Bankers. He has been conferred with honorary fellowship by Indian Institute of Banking and Finance. He was appointed as the vigilance commissioner in central vigilance commission by the President of India. Presently, he is the chairman of Advisory Board for Banking Frauds constituted by the central vigilance commission, in consultation with RBI.

He was formerly associated with Oriental Bank of Commerce as the General Manager. He was the Executive Director on the board of United Bank of India and the Chairman and Managing Director of Indian Bank. Apart from his association with our Company, he is a director on the boards of SBI Cards and Payment Services Limited, PNB Gilts Limited, PNB Housing Finance Limited and SBI Life Insurance Company Limited.

Shri Tejendra Mohan Bhasin is proposed to be re-appointed as Non-Executive Independent Director of the Company for a further term of five (5) years. He was not paid any remuneration by the Company during the year ended March 31, 2023 except sitting fee. No remuneration is sought to be paid to him. He attended eleven (11) meetings of the Board during the year ended March 31, 2023.

Age: 67 years

Nature of expertise in specific functional areas: Leadership & Management Strategy, Financial, Investment Banking & Legal etc.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding including shareholding as beneficial owner in the Company as on March 31, 2023: Nil

Listed Companies (other than Patanjali Foods Limited) in which Shri Tejendra Mohan Bhasin holds Directorships: SBI Cards and Payment Services Limited, PNB Gilts Limited, PNB Housing Finance Limited and SBI Life Insurance Company Limited.

Listed Companies (other than Patanjali Foods Limited) from which Shri Tejendra Mohan Bhasin has resigned in the past three years: IDBI Intech Limited and Centrum Capital Limited.

Listed Companies (other than Patanjali Foods Limited) in which Shri Tejendra Mohan Bhasin holds Membership in Committees of the Board:

Chairman – Nomination & Remuneration Committee, SBI Cards & Payment Services Limited

Chairman – Stakeholders Relationship and Customer Experience Committee, SBI Cards & Payment Services Ltd.

Chairman – Nomination & Remuneration Committee, PNB Gilts Limited

Chairman – CSR Committee, PNB Housing Finance Limited

Chairman – Risk Management Committee, PNB Housing Finance Limited

Chairman – Stakeholders Relationship Committee, SBI Life Insurance Company Limited

Member – Audit Committee, SBI Cards & Payment Services Limited

Member – IT Strategy Committee, SBI Cards & Payment Services Limited

Member – Audit Committee, PNB Gilts Limited

Member – CSR Committee, PNB Gilts Limited

Member – Audit Committee, PNB Housing Finance Limited

Member – CSR Committee, SBI Life Insurance Company Limited

Member – Profits Committee, SBI Life Insurance Company Limited

Member – Audit Committee, SBI Life Insurance Company Limited

Member – Policyholder Protection Committee, SBI Life Insurance Company Limited

Skills and capabilities for re-appointment of Shri Tejendra Mohan Bhasin as Independent Director: Shri Tejendra Mohan Bhasin has 45 years of experience in administration, banking, insurance, management, law and finance industry.

Smt. Gyan Sudha Misra

(DIN: 07577265), Independent Director

Smt. Gyan Sudha Misra is a retired judge of Supreme Court of India. Before her elevation to Supreme Court of India, she was the Chief Justice of Jharkhand High Court, prior to which she also served as judge of Patna High Court and of Rajasthan High Court.

Prior to elevation as Judge, Smt. Gyan Sudha Misra practiced in the Supreme Court for 21 years and also in the Delhi High Court and Patna High Court specialising in civil, criminal & constitutional matters. Smt. Gyan Sudha Misra was also actively associated with the activities of the lawyers and the legal profession and served as Treasurer, Joint Secretary and Member Executive Committee of the Supreme Court Bar Association, several times.

Smt. Gyan Sudha Misra holds Graduate Degree in Law and Post Graduate Degree in Political Science from Patna University.

Smt. Gyan Sudha Misra is proposed to be re-appointed as Non-Executive Independent Director of the Company for a further term of five (5) years. She was not paid any remuneration by the Company during the year ended March 31, 2023 except sitting fee. No remuneration is sought to be paid to her. She attended eleven (11) meetings of the Board during the year ended March 31, 2023.

Age: 74 years

Nature of expertise in specific functional areas: Legal

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding including shareholding as beneficial owner in the Company as on March 31, 2023: Nil

Listed Companies (other than Patanjali Foods Limited) in which Smt. Gyan Sudha Misra holds Directorships: Olectra Greentech Limited and Indiabulls Housing Finance Limited.

Listed Companies (other than Patanjali Foods Limited) from which Smt. Gyan Sudha Misra has resigned in the past three years: Indiabulls Real Estate Limited, Yaari Digital Integrated Services Limited and Indiabulls Life Insurance Company Limited.

Listed Companies (other than Patanjali Foods Limited) in which Smt. Gyan Sudha Misra holds Membership in Committees of the Board:

Chairperson – Stakeholders Relationship Committee, Indiabulls
Housing Finance Limited

Member – Audit Committee, Indiabulls Housing Finance Limited

Member – Nomination and Remuneration Committee, Indiabulls
Housing Finance Limited

Member – Nomination and Remuneration Committee, Olectra
Greentech Limited

Notes

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Patanjali Foods Limited

Formerly known as Ruchi Soya Industries Limited

CIN: L15140MH1986PLC038536

Registered Office: 616, Tulsiani Chambers, Nariman Point,
Mumbai - 400 021, Maharashtra.

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